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Form PTO-1594 (Rev. 10/02)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Coastal Physician Group, Inc.

1-29-04

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Delaware

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: PhyAmerica Physician Group, Inc.

Internal Address:

Address:

Street Address: 2828 Croasdaile Drive

City: Durham State: NC Zip: 27705

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 08/02/99

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,384,591

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Dana O. Lynch, Esquire

Internal Address:

Whiteford, Taylor & Preston L.L.P.

Street Address: Seven Saint Paul Street

City: Baltimore State: MD Zip: 21202

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature.

Dana O. Lynch

Name of Person Signing

Signature

1/29/04

Date

Total number of pages including cover sheet, attachments, and document: 4

02/03/2004 REGISTRE 00000014 2384591

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COASTAL PHYSICIAN GROUP, INC.", CHANGING ITS NAME FROM "COASTAL PHYSICIAN GROUP, INC." TO "PHYAMERICA PHYSICIAN GROUP, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF AUGUST, A.D. 1999, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9899603

DATE: 08-02-99

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
COASTAL PHYSICIAN GROUP, INC.**

Coastal Physician Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That at a duly held meeting of the Board of Directors of Coastal Physician Group, Inc., resolutions were duly adopted setting forth proposed amendments to the Restated Certificate of Incorporation of said corporation, declaring said amendments to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

**RESOLVED,** that the Restated Certificate of Incorporation of this corporation be amended by changing Section 1 thereof so that, as amended, said section shall be and read as follows:

"1. The name of the corporation (the "Corporation") is PhyAmerica Physician Group, Inc."

**RESOLVED,** that the Restated Certificate of Incorporation of the corporation be amended by changing Section 4(a) thereof so that, as amended said section shall be and read as follows:

"4(a) The Corporation shall have the authority to issue Two Hundred Million (200,000,000) shares of common stock with a par value of One Cent (\$0.01) per share. One Hundred Million (100,000,000) shares shall be designated as 'Common Stock.' Holders of Common Stock shall be entitled to cast one (1) vote in person or by proxy for each share of Common Stock upon all matters upon which shareholders are entitled to vote or to which shareholders are entitled to give consent. One Hundred Million (100,000,000) shares shall be designated as 'Non-Voting Common Stock.' Except as may otherwise be required by law, the holders of Non-Voting Common Stock shall have no voting rights and shall not vote. Holders of Common Stock and Non-Voting Common Stock shall be entitled to share ratably in all such dividends or distributions, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held on July 29, 1999, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

**THIRD:** That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said COASTAL PHYSICIAN GROUP, INC. has caused this certificate to be signed by W. Randall Dickerson, its Executive Vice President, this 2nd day of August, 1999 .

COASTAL PHYSICIAN GROUP, INC.

By:   
W. Randall Dickerson  
Executive Vice President