

10-20-2004

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks **102863534** by thereof.

1. Name of conveying party(ies):
Healthx.com, Inc. **2004 OCT 15 PM 12:38**
 Individual(s) Association **FINANCE SECTION**
 General Partnership Limited Partnership
 Corporation-State of Indiana
 Other _____
Additional name(s) of conveying parties(ies) attached: Yes No

2. Name and address of receiving party(ies):
Name: Healthx, Inc.
Internal Address: Suite 150
Street Address: 9339 Priority Way West Drive
City: Indianapolis State: Indiana Zip: 46240
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Indiana
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

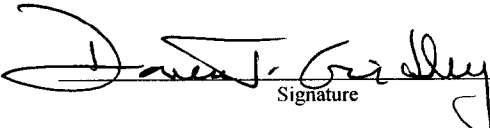
3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: July 23, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark registration No.(s):
2,290,212
Additional numbers attached? Yes No

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: 09-0007
(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Doreen J. Gridley
Internal Address: ICE MILLER
Street Address: One American Square, Box 82001
City: Indianapolis State: Indiana ZIP: 46282

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Doreen J. Gridley  10/12/04
Name of Person Signing Signature Date
Total number of pages including cover sheet: 9

OMB No. 0651-0011 (exp 4/94) Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
10/20/2004 DBYRNE 00000038 2290212
01 FC:0521 40.00 OP
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TRADEMARK
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October 12, 2004

WRITER'S DIRECT NUMBER: (317) 236-2472
internet:Doreen.Gridley@icemiller.com

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

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Director of the U.S. Patent and
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Alexandria, VA 22313-1450

I hereby certify that this correspondence is being deposited
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P.O. Box 1450, Alexandria, VA 22313-1450 on

10-12-04
(Date of Deposit)

Patsy Fonseca
Printed or Typed Name of the Person Signing the Certificate

Patsy Fonseca
Signature

10-12-04
Date of Signature

Re: Recordation of Name Change
Healthx.com, Inc. to Healthx, Inc.
Our File No.: T01507-US-0 (16857.0001)

To Whom It May Concern:

Enclosed for recordation is a change of name document (accompanied by a Cover Sheet),
along with a check in the amount of \$40.00 to pay the recordation fee. You are hereby
authorized to charge any underpayment of fees for this filing to Deposit Account No. 09-0007.
When doing so, please refer to our client number 16857.0001.

Please record this name change at your earliest convenience. Please feel free to call the
undersigned if you have any questions regarding this filing.

Respectfully submitted,

ICE MILLER

Doreen J. Gridley
Doreen J. Gridley

DJG/ckm
Enclosures: Recordation Form Cover Sheet
Check in the Amount of \$40.00
Return Postcard

cc: Greg A. Bell

**State of Indiana
Office of the Secretary of State**

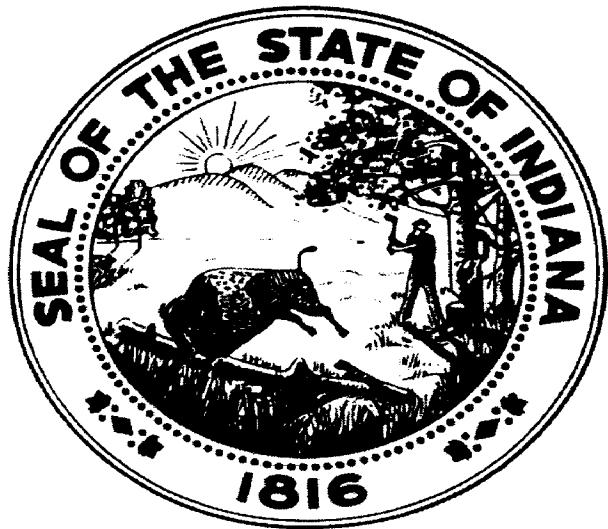
**CERTIFICATE OF AMENDMENT
of
HEALTHX.COM, INC.**

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

HEALTHX, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, July 23, 2001.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, July 23, 2001.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

1994080152 / 2001072507159

**TRADEMARK
REEL: 003063 FRAME: 0521**

1994080152

mailed 7-20-01



ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION

State Form 38333 (R8 / 12-96) Approved by State Board of Accounts 1995

SUE ANNE GILROY SECRETARY OF STATE CORPORATIONS DIVISION 302 W. Washington St., Rm. E018 Indianapolis, IN 46204 Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts. Present original and two copies to address in upper right hand corner of this Please TYPE or PRINT.

RECEIVED JUL 23 2001 10:32 AM Indiana Code 23-1-38-1 et seq. Filing Fee: \$30.00

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF: SUE ANNE GILROY Name of Corporation Healthx.com, Inc. Date of incorporation August 02, 1994

The undersigned officers of the above referenced Corporation (hereinafter referred to as the "Corporation") existing pursuant to the provisions of: (indicate appropriate act) [X] Indiana Business Corporation Law [] Indiana Professional Corporation Act of 1983 as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE I Amendment(s)

The exact text of Article(s) 1 Articles of the (NOTE: If amending the name of corporation, write Article "I" in space above and write "The name of the Corporation is Healthx, Inc." below.)

APPROVED AND FILED IND. SECRETARY OF STATE

ARTICLE II

Date of each amendment's adoption:

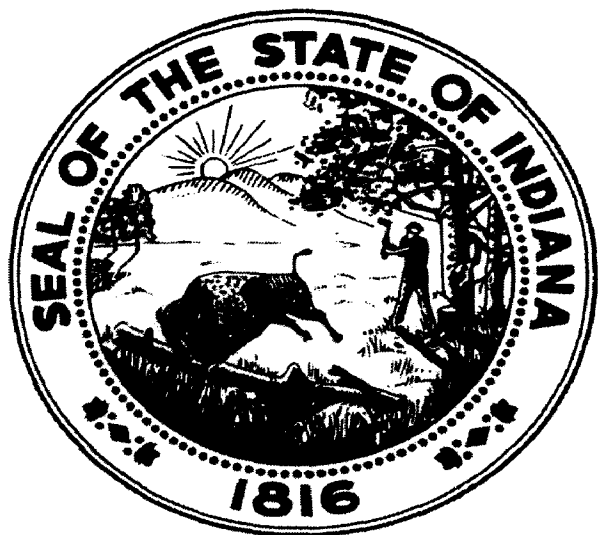
(Continued on the reverse side)

State of Indiana
Office of the Secretary of State

CERTIFICATE OF AMENDMENT
of
HEALTHX, INC.

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, February 06, 2002.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 6, 2002.

Sue Anne Gilroy

SUE ANNE GILROY,
SECRETARY OF STATE

1994080152 / 2002020840746

TRADEMARK
REEL: 003063 FRAME: 0523

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ARTICLES OF AMENDMENT
OF THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEALTHX, INC.

APPROVED
&
FILED

INDIANA SECRETARY OF STATE

12:24

Q

The above corporation (hereinafter referred to as the "Corporation") existing pursuant to the Indiana Business Corporation Law, as amended (the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Amended and Restated Articles of Incorporation (the "Articles of Incorporation"), sets forth the following facts:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is Healthx, Inc.

ARTICLE II
AMENDMENTS

Section 2.01. The date of incorporation of the Corporation is August 2, 1994.

Section 2.02. The name of the Corporation following this amendment is Healthx, Inc.

Section 2.03. The Amended and Restated Designations of Rights and Preferences of Healthx.com, Inc. Series A Convertible Preferred Stock (the "Series A Designation") and the Designations or Rights and Preferences of Healthx.com Series B Convertible Preferred Stock (the "Series B Designation"), each of which are set forth in Article IV of the Articles of Incorporation are hereby amended as follows:

a. The following language is hereby inserted at the beginning of the first sentence in Section 2(a) of the Series A Designation and the Series B Designation:

"Subject to the rights of any securities which by their terms are senior in liquidation preference to the Series B Preferred Stock,"

- b. The following language is hereby inserted in the first sentence in Section 2(b) of the Series A Designation and the Series B Designation after the phrase “aforesaid, then”:

“subject to the rights of any securities which by their terms are senior in liquidation preference to the Series B Preferred Stock,”

- c. Section 2(c) of the Series A Designation and the Series B Designation is hereby deleted in its entirety and replaced with the following:

“(c) After payment has been made to the holders of the Series C Preferred Stock and the holders of the Series A Preferred Stock and the Series B Preferred Stock of the full preferential amounts set forth in Section 2(a) above, the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed ratably among the holders of Series A Preferred Stock, Series B Preferred Stock, Series C Stock and the Common Stock in a manner such that the amount distributed pursuant to this Section 2(c) to each holder of Common Stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall equal the amount obtained by multiplying the entire assets and funds of the Corporation legally available for distribution pursuant to this Section 2(c) by a fraction, the numerator of which shall be the sum of the number of shares of Common Stock then held by the holder and the number of shares of Common Stock issuable upon conversion of the shares of Series A Preferred Stock, Series B Preferred Stock and/or Series C Preferred Stock then held by the holder, and the denominator of which shall be the sum of the total number of shares of Common Stock then outstanding and the total number of shares of Common Stock issuable upon conversion of the total number of shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock then outstanding.”

- d. The following language shall be inserted in the first sentence of Section 3(a) of the Series B Designation after the phrase “permitted by applicable law”:

“and subject to the rights of any securities which by their terms are senior to the Series B Preferred Stock in dividends”

- e. Section 6(a) of the Series A Designation is hereby deleted in its entirety and replaced with the following:

“(a) At any time on or after February 6, 2007, the holder or holders of a majority of the Series A Preferred Stock then outstanding may request redemption of all of the outstanding shares of Series A Preferred Stock by delivering written notice of such request to the Corporation (a “Mandatory Redemption”).

Within five days after receipt of such request, the Corporation shall give written notice of such request to all other holders of shares of Series A Preferred Stock. Subject to the rights of any securities which by their terms are senior to the Series A Preferred Stock upon redemption, the Corporation shall be required to redeem shares of Series A Preferred Stock at a price per share of Series A Preferred Stock equal to the Series A Liquidation Value plus accrued and unpaid dividends therein (the "Redemption Price") within 30 days after receipt of the initial redemption request. The date of the initial redemption, and the date of each redemption thereafter, shall be a "Redemption Date".

- f. Section 6(a) of the Series B Designation is hereby deleted in its entirety and replaced with the following:

"(a) At any time on or after February 6, 2007, the holder or holders of a majority of the Series B Preferred Stock then outstanding may request redemption of all of the outstanding shares of Series B Preferred Stock by delivering written notice of such request to the Corporation (a "Mandatory Redemption"). Within five days after receipt of such request, the Corporation shall give written notice of such request to all other holders of shares of Series B Preferred Stock. Subject to the rights of any securities which by their terms are senior to the Series B Preferred Stock upon redemption, the Corporation shall be required to redeem shares of Series B Preferred Stock at a price per share of Series B Preferred Stock equal to the Series B Liquidation Value (the "Redemption Price") within 30 days after receipt of the initial redemption request."

Section 2.04. The date of each amendment's adoption is February __, 2002.

ARTICLE III **MANNER OF ADOPTION AND VOTE**

The Board of Directors and the shareholders of the Corporation entitled to vote with respect to these Articles of Amendment adopted the proposed amendment. The amendment was adopted by unanimous written consent of the Board of Directors of the Corporation executed on January 29, 2002 and signed by each of the directors. The amendment was then adopted by unanimous written consent, dated February 6, 2002 and executed by all of the shareholders of the Corporation entitled to vote on the amendment.

The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, the number of votes of each voting group represented, and the number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment at the meeting is set forth below:

<u>Designation of Each Voting Group</u>	<u>TOTAL</u>	<u>Series A</u>	<u>Series B</u>	<u>Common</u>
Number of Outstanding Shares	4,270,000	600,000	975,000	2,695,000
Number of Votes Entitled to Be Cast	4,270,000	600,000	975,000	2,695,000
Number of Votes Represented at Meeting	4,270,000	600,000	975,000	2,695,000
Number of Votes in Favor	4,270,000	600,000	975,000	2,695,000
Number of Votes Against	0	0	0	0

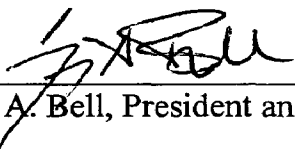
The number of votes cast for the amendment by each voting group entitled to vote thereon was sufficient for approval by that voting group.

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the Bylaws of the Corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned officer executes these Articles of Amendment of the Amended and Restated Articles of Incorporation of the Corporation, and verifies subject to the penalties of perjury that the facts contained herein are true, this 6th day of February, 2002.

HEALTHX, INC.

By: 

Greg A. Bell, President and CEO

931860.3

This instrument was prepared by Kristine C. Gerard, Attorney at Law, ICE MILLER, One American Square, Box 82001, Indianapolis, Indiana 46282-0002.