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01-10-2005

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings				U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
		102916551			
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <u>Unicare Corporation</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>of Ohio</u> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>HumanArc Corporation of Ohio</u> Internal _____ Address: _____ Street Address: <u>1457 East 40th Street</u> City: <u>Cleveland</u> State: <u>OH</u> Zip: <u>44103</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>of Ohio</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>November 10, 2004</u>			4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ <u>Ser. 78/384,425</u> B. Trademark Registration No.(s) _____ Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Michael A. Marrero</u> Internal Address: <u>Ulmer & Berne LLP,</u> <u>2800 Convergys Center</u> Street Address: <u>600 Vine Street</u> City: <u>Cincinnati</u> State: <u>OH</u> Zip: <u>45202-2409</u>			6. Total number of applications and registrations involved: <input checked="" type="checkbox"/> 1 7. Total fee (37 CFR 3.41)..... \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <u>(if necessary)</u> 8. Deposit account number: <u>50-1884 (if necessary)</u>		
DO NOT USE THIS SPACE					
9. Signature. <u>Michael A. Marrero</u> <u>Michael A. Marrero</u> <u>12-30-2004</u> Name of Person Signing Signature Date					
Total number of pages including cover sheet, attachments, and document: <input checked="" type="checkbox"/> 5					

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

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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/15/2004	200432001170	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

ULMER & BERNE LLP
ATTN: DOUGLAS K. SESNOWITZ
1300 E NINTH ST., STE 900
CLEVELAND, OH 44114

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

648662

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HUMANARC CORPORATION OF OHIO

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

200432001170



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 15th day of November,
A.D. 2004.

J. Kenneth Blackwell
Ohio Secretary of State

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Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1028 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members (Domestic)
Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> (1) Domestic for Profit Amended (122-AMAP)	PLEASE READ INSTRUCTIONS	<input checked="" type="checkbox"/> Amendment (125-AMDS)	<input type="checkbox"/> (2) Domestic Non-Profit Amended (126-AMAN)	<input type="checkbox"/> Amendment (128-AMD)
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Complete the general information in this section for the box checked above.

Name of Corporation The Unicare Corporation

Charter Number 648662

Name of Officer Michael J. Baird

Title President

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the shareholders directors (non-profit amended articles only)

members was duly called and held on _____ (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

In a writing signed by all of the shareholders directors (non-profit amended articles only)

members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

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All of the following information must be completed if an amended box is checked.
 If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: HumanArc Corporation of Ohio

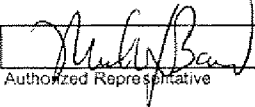
SECOND: The place in the State of Ohio where its principal office is located is in the City of:

 (city, village or township) (county)

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
 (Does not apply to box (2))

REQUIRED
 Must be authenticated
 (signed) by an authorized
 representative
 (See Instructions)



 Authorized Representative
 Michael J. Baird

 (Print Name)
 President

November 10, 2004

 Date

 Authorized Representative

 (Print Name)

 Date

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Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: bussarv@sos.state.oh.us

CONSENT FOR USE OF SIMILAR NAME

(For Domestic / Foreign, Profit or Non-Profit)
Must Be Accompanied By Another Form

THE UNDERSIGNED DESIRING TO FILE A:

(CHECK ONLY ONE (1) BOX) This filing does not extend the registration period

<input checked="" type="checkbox"/> Where consenting entity is a corporation (147-CSC)	Where consenting entity is a registrant of <input type="checkbox"/> Trade Name <input type="checkbox"/> Service Mark <input type="checkbox"/> Trade Mark (149-CSN)	Where consenting entity is a <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Partnership Having Limited Liability (148-CSL)
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Check here if additional provisions are attached

Charter or Registration No. of Entity Giving Consent 925110

Name of Entity Giving Consent HumanArc Corporation

Gives Its Consent To HumanArc Corporation of Ohio

To Use The Name HumanArc Corporation of Ohio

REQUIRED
Must be authenticated (signed) by an authorized representative

Michael J. Baird
Authorized Representative
Michael J. Baird, President

November 10, 2004
Date

Authorized Representative Date

If the consenting party is a partnership, all general partners must sign. If only one partner is authorized to sign, a copy of the resolution authorizing the signature must be included.