

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Center For Health Promotion, Inc.		09/13/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Free & Clear, Inc.
Street Address:	12401 East Marginal Way South
City:	Tukwila
State/Country:	WASHINGTON
Postal Code:	98168
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2987213	WEIGHT TALK
Registration Number:	2383114	FREE & CLEAR
Registration Number:	2397048	FREE & CLEAR
Registration Number:	2590192	FREE & CLEAR
Registration Number:	2342998	FREE & CLEAR

**CORRESPONDENCE DATA**

Fax Number: (206)839-4801  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 206.839.4848  
 Email: carolanne.bashir@dlapiper.com  
 Correspondent Name: Thomas J. Hoffmann  
 Address Line 1: 701 Fifth Avenue  
 Address Line 2: Suite 7000  
 Address Line 4: Seattle, WASHINGTON 98104-7044

CH \$140.00 2987213

ATTORNEY DOCKET NUMBER:	356042-900101
NAME OF SUBMITTER:	Thomas J. Hoffmann
Signature:	/Thomas J. Hoffmann/
Date:	02/13/2006
Total Attachments: 1 source=Free & Clear change of name doc#page1.tif	

**CERTIFICATE OF AMENDMENT  
TO  
FIRST AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
THE CENTER FOR HEALTH PROMOTION, INC.**

The Center for Health Promotion, Inc., a Delaware corporation (the "*Corporation*"), hereby certifies that:

1. The Corporation's Board of Directors has duly adopted the following resolution setting forth the proposed amendment to the Corporation's First Amended and Restated Certificate of Incorporation previously filed on October 30, 2003 (the "*Restated Certificate*"):

RESOLVED, that Article I is hereby amended and restated in its entirety to read as follows:

**"ARTICLE I**

The name of the Corporation is Free & Clear, Inc."

2. The foregoing amendment to the Restated Certificate has been duly approved by the Corporation's Board of Directors.

3. The foregoing amendment to the Restated Certificate has been duly approved by the stockholders of the Corporation in accordance with Section 242 of the Delaware General Corporation Law. The vote required pursuant to the Delaware General Corporation Law and the Restated Certificate to approve the foregoing amendment to the Restated Certificate was at least a majority of the outstanding shares of Common Stock and Series A-1 Preferred Stock, voting together as a single class, and at least a majority of the outstanding shares of Series A-1 Preferred Stock, voting together as a separate class.

The undersigned declares that, under penalty of perjury under the laws of the State of Delaware, the matters set forth in this Certificate of Amendment are true of his own knowledge.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 13th day of September, 2004.

THE CENTER FOR HEALTH PROMOTION, INC.

By: \_\_\_\_\_

  
Timothy J. Kilgallon  
President & CEO

Gray Cary SE9058901.1  
2503645-900000

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:38 AM 09/14/2004  
FILED 09:38 AM 09/14/2004  
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**TRADEMARK**

RECORDED: 02/13/2006

REEL: 003245 FRAME: 0862