

11-17-2000

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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



101519871

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FROM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

10 25-02

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
12-31-1999

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C., 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C., 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 002177 FRAME: 0604

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address | **Area Code and Telephone Number** (703) 610-6100

Name Timothy J. Lyden, Esq.

Address (line 1) Hogan & Hartson L.L.P.

Address (line 2) 8300 Greensboro Drive

Address (line 3) Suite 1100

Address (line 4) McLean, Virginia 22102

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/475,744"/>	<input type="text" value="75/475,745"/>	<input type="text" value="75/475,746"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/475,747"/>	<input type="text" value="75/475,728"/>	<input type="text" value="75/495,257"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/495,258"/>	<input type="text" value="75/495,245"/>	<input type="text" value="75/495,246"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

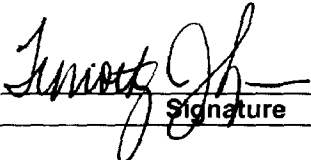
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Timothy J. Lyden Name of Person Signing

 Signature

10/25/98 Date Signed

**RECORDATION FROM COVER SHEET
CONTINUATION
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Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text" value="75/495,247"/>	<input type="text" value="75/851,045"/>	<input type="text" value="75/851,026"/>
<input type="text" value="75/851,025"/>	<input type="text" value="75/851,043"/>	<input type="text" value="75/850,976"/>
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Registration Number(s)

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**CERTIFICATE OF MERGER
MERCING
DOCTORS' CHOICE, LLC
WITH AND INTO
DOCTORS' CHOICE, INC.**

(Pursuant to Section 264 of the Delaware General Corporation Law and
Section 18-209 of the Delaware Limited Liability Company Act)

Doctors' Choice, LLC, a Delaware limited liability company ("LLC"), and
Doctors' Choice, Inc., a Delaware corporation (the "Company"), DO HEREBY
CERTIFY AS FOLLOWS:

FIRST: That LLC was formed on October 3, 1997 pursuant to the
Delaware Limited Liability Company Act (the "DLLCA"), and that the Company was
incorporated on March 17, 1998, pursuant to the Delaware General Corporation Law (the
"DGCL").

SECOND: That an Agreement and Plan of Merger (the "*Merger
Agreement*"), dated as of December 28, 1999, between LLC and the Company, setting
forth the terms and conditions of the merger of LLC with and into the Company (the
"*Merger*"), has been approved, adopted, certified, executed and acknowledged by each of
the constituent entities in accordance with Section 264 of the DGCL and Section 18-209
of the DLLCA.

THIRD: That the name of the surviving entity (the "*Surviving
Corporation*") shall be "Doctors' Choice, Inc."

FOURTH: That the Certificate of Incorporation of the Surviving
Corporation shall be its Certificate of Incorporation.

FIFTH: That an executed copy of the Merger Agreement is on file at the
principal place of business of the Surviving Corporation at the following address:

Doctors Choice, Inc.
2000 Powell Street, 16th Floor
Emeryville, California 94608

SIXTH: That a copy of the Merger Agreement will be furnished by the
Surviving Corporation, on request and without cost, to any member in the LLC or any
person holding an interest in the Company.

192314 -01 PA (44721) DOC)

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:01 PM 12/30/1999
991570338 - 2868738

10/19/00 THU 03:15 [TX/RX NO 89331] 003

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REEL: 002177 FRAME: 0607

SEVENTH: That the Merger shall become effective on December 31, 1999 conditioned upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware on or prior to that date.

IN WITNESS WHEREOF, each of LLC and the Company has caused this Certificate of Merger to be executed in its corporate name this 28th day of December, 1999.

DOCTORS' CHOICE, LLC
a Delaware limited liability company



Dr. Ken Dychtsald, Manager

DOCTORS' CHOICE, INC.,
a Delaware Corporation

Jonathan Wilson, President

1999-12-28 10:15 AM (68333) 004

10/18/00 THU 03:15 [TX/RX NO 68333] 004

TRADEMARK
REEL: 002177 FRAME: 0608

SEVENTH: That the Merger shall become effective on December 31, 1999 conditioned upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware on or prior to that date.

IN WITNESS WHEREOF, each of LLC and the Company has caused this Certificate of Merger to be executed in its corporate name this 31st day of December, 1999.

DOCTORS' CHOICE, LLC
a Delaware limited liability company

Dr. Ken Dychtsald, Manager

DOCTORS' CHOICE, INC.,
a Delaware Corporation



Jonathan Wilson, President

102313401.PA (4487211.DOC)

10/18/00 THU 09:15 [TX/RX NO 69331] 005

TRADEMARK
REEL: 002177 FRAME: 0609

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"DOCTORS' CHOICE LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "DOCTORS' CHOICE, INC." UNDER THE NAME OF "DOCTORS' CHOICE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 2:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2868738 8100M

991570338

AUTHENTICATION: 0173891

DATE: 12-30-99

10/19/00 THU 03:15 [TX/RX NO 5933] 002

RECORDED: 10/25/2000

TRADEMARK
REEL: 002177 FRAME: 0610