

05-11-2001

FORM PTO 1594



101713748

SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Y

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

1. Name of conveying party(ies):  
**LIFECARE.COM, INC.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State of Delaware  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
 Name: **LIFECARE, INC.** MAY - 7 2001  
 Internal Address: \_\_\_\_\_  
 Street Address: **400 Nyala Farms Road**  
 City: **Westport** State: **CT** Zip: **06880**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State of 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 names(s) & address(es) attached?  Yes  No

3. Nature of conveyance: **5-7-01**

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: **April 4, 2001**

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

A. Trademark Application No(s).  
**SEE ATTACHED PAGE 2**

B. Trademark Registration No(s).  
**SEE ATTACHED PAGE 2**

Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved: **21**

7. Total fee (37 CFR 3.41)..... \$ **540.00**

Enclosed  
 Authorized to be charged to deposit account

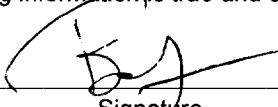
8. Deposit account number:  
 The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee(s) or credit any overpayment to Deposit Account No. 50-0625.

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

Name: **Barry R. Lipsitz**  
 Internal Address: \_\_\_\_\_  
 Street Address: **755 Main Street**  
 City: **Monroe** State: **CT** ZIP: **06468**

DO NOT USE THIS SPACE 5405

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.*

**Barry R. Lipsitz**  **May 4, 2001**  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: **5**

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

TRADEMARK  
 REEL: 002293 FRAME: 0064

**Application numbers(s) or registration number(s) :**

**Application Nos.**

<b><u>Mark</u></b>	<b><u>Application No.</u></b>
(1) LIFECARE	75/914,899
(2) LCN	75/323,849
(3) LIFECARE.COM	75/891,390
(4) MAKING LIFE A LITTLE EASIER	75/917,105
(5) LifeCare.com and Design	75/914,956
(6) When Life Works, Work Benefits. When Work is Effective, Life Benefits	76/133,368
(7) FIND 4 ME	76/164,374
(8) Life Event Management	76/214,071
(9) QUALITY CONNECTIONS	76/222,776

**Registration Nos.**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>
(10) FOR A LIFETIME OF SMART CHOICES	2,284,497
(11) EAP NET	2,398,788
(12) ABC ACCESS BACKUP CARE and Design	2,318,338
(13) ACCESS BACKUP CARE	2,318,339
(14) MOTHERS AT WORK and Design	2,320,875
(15) BENEWORKS	2,378,724
(16) SOLUTIONS BEGIN WITH PEOPLE	2,321,055
(17) FLEXWORKS	2,321,365
(18) LIFECARE NET	2,162,965
(19) LIFECARE	2,133,453
(20) DCC	1,931,749
(21) THE DEPENDENT CARE CONNECTION	1,529,009

Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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 "LIFECARE.COM, INC.", CHANGING ITS NAME FROM "LIFECARE.COM, INC." TO "LIFECARE, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF APRIL, A.D. 2001, AT 12:30 O'CLOCK P.M.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1064506

3023722 8100

010165157

DATE: 04-05-01

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
LIFECARE.COM, INC.

LifeCare.com, Inc. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of the Company, by Written Consent in Lieu of a Meeting adopted the following resolutions:

**RESOLVED:** That the Certificate of Incorporation of the Company be amended by changing the name of the Company from "LifeCare.com, Inc." to "LifeCare, Inc."

**FURTHER RESOLVED:** That the appropriate officers of the Company be, and each of them acting singly hereby is, authorized to execute and file with the Secretary of State of Delaware a Certificate of Amendment of the Certificate of Incorporation of the Company, together with such other documents or instruments as they, or any one of them, deem necessary or advisable in order to effectuate the intent of the foregoing resolution.

**FURTHER RESOLVED:** That the appropriate officers of the Company be, and each of them acting singly hereby is, authorized in the name and on behalf of the Company and under its corporate seal, to execute and deliver any and all documents, certificates and other instruments, and to take any and all other actions as they, or any of them, deem necessary or advisable in order to effectuate the transactions contemplated by the foregoing resolutions.

**SECOND:** That Article FIRST of the Certificate of Incorporation of the Company be amended to read in its entirety as follows:

**FIRST:** The name of the Corporation is: LifeCare, Inc.

**THIRD:** That the stockholders by Action in Lieu of a meeting have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141(f), 242 and 228 of the General Corporation Law of the State of Delaware.

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P. 03

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by John B. Place, Jr., its President, this 4<sup>th</sup> day of April, 2001.

LifeCare.Com, Inc.

By John B. Place, Jr.  
John B. Place, Jr.  
President

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2

TOTAL P. 03