

03-25-2002

FORM PTO-1594 (Substitute)



COVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Resubmit

102029265

To the Director of the U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 INTEGRATED HEALTHCARE ASSOCIATES, INC.

Individual Association
 General Partnership Limited Partnership
 Corporation-Pennsylvania
 Other: 3-2-02

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

2. Name and address of receiving party(ies):

Name: CECITY.COM, INC.

Address: 11 Rosemont Lane

City: Pittsburgh State: PA Zip: 15217

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Pennsylvania
 Other _____

Execution Date: November 23, 1999

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 name(s) & address(es) attached? Yes No

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

A. Trademark Application No(s): _____

Additional numbers attached? Yes No

B. Trademark Registration No(s):
2,334,487

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

Name: Jody L. Burtner, Senior Paralegal
REED SMITH LLP

Address: P.O. Box 488

City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6)): \$ 40.00

Enclosed
 Authorized to be charged to deposit account
 Charge any deficiency to deposit account

8. Deposit account number: 405
18-0582

(Attach duplicate copy of this page if paying by deposit account)

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 and correct copy of the original document.

Jody L. Burtner, Senior Paralegal
 Name of Person Signing

[Signature]
 Signature

August 16, 2001
 Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
 Director of the U.S. Patent and Trademark Office, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002467 FRAME: 0875

OFFICE OF PUBLIC RECORDS
 TRADEMARK SECTION
 AUG 16 2 11:42 PM '01

FHC/JLB

The dating stamp of the Patent and Trademark Office on this card will be taken as an indication that the accompanying paper was filed.

1. Certified Copy of an Articles Amendment
2. Check - (40.00)
3. Recordation Cover Sheet

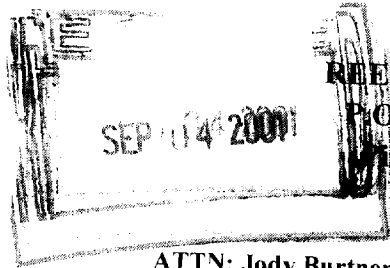
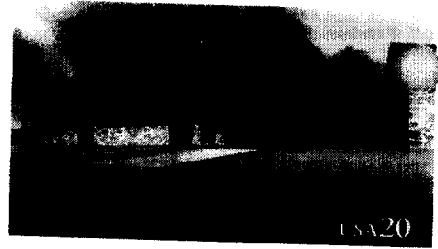
Ser. No. 75/491,950

Paper Dated 8/16/01

Atty's File No. 98-474-us

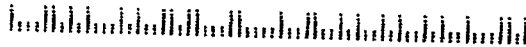
EECHY 98-474-US

10/11/01



REED SMITH LLP
 P.O. Box 488
 Pittsburgh, Pennsylvania 15230

ATTN: Jody Burtner



8-20-01

08-24-2001



101822016

August 16, 2001

Director of Patents and Trademarks
BOX ASSIGNMENT
Washington, DC 20231

AUG 20 2001

Re: Mark: CECITY
Reg. No.: 2,334,487
Reg. Date: March 28, 2000
Int'l Class: 41
Docket No.: 98-474-US

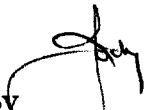
Dear Sir:

Enclosed are the following for recordation in connection with the above-referenced trademark registration:

1. A certified copy of an Articles of Amendment - Domestic Business Corporation, indicating the change of name from Integrated Healthcare Associates, Inc. to CECity.com, Inc. with attached Recordation Form Cover Sheets - Trademarks Only;
2. A check in the amount of \$40.00, representing the assignment recordation filing fee for one (1) trademark property; and
3. A self-addressed stamped postcard, return of which is requested to acknowledge receipt of the enclosed documents.

The Director is hereby authorized to charge any additional fees which may be required, or credit any overpayment to Deposit Account No. 18-0582. A duplicate copy of this authorization is enclosed.

Very truly yours,
REED SMITH LLP

By 
Jody L. Burtner, Senior Paralegal
to Barry J. Coyne, Esq.

cc: Barry J. Coyne, Esq

08/23/2001 LMUELLER 00000030 2334487

01 FC:481

40.00 OP

435 Sixth Avenue
Pittsburgh, PA 15219-1886
412.288.3131
Fax 412.288.3063

Delaware
New Jersey
New York
Pennsylvania
Virginia
Washington, DC

reedsmith.com

9984-1501

Microfilm Number

File with the Department of State on

NOV 23 1999

Entity Number 2776642

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Kim Dujongalka
Secretary of the Commonwealth

ARTICLES OF AMENDMENT - DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the Corporation is: Integrated Healthcare Associates, Inc.
2. The (a) address of this Corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

<u>11 Rosemont Lane</u>	<u>Pittsburgh</u>	<u>PA</u>	<u>15217</u>	<u>Allegheny</u>
Number and Street	City	State	Zip	County

(b) c/o _____
Name of Commercial Registered Office Provider County
3. The statute by or under which it was incorporated is: Business Corporation Law of 1988
4. The date of its incorporation is: September 30, 1996
5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State

The amendment shall be effective on _____ at _____
Date Hour
6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b)

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c)
7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Annex 1 attached hereto and made a part hereof

NOV 23 1999

PA Dept. of State

POWER OF ATTORNEY

9984-1502

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 12 day of October, 1999.

INTEGRATED HEALTHCARE ASSOCIATES, INC.

By [Signature]
Title: President

9934-1500

ANNEX 1

AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. Corporate Name The name of the Corporation is CE City.com, Inc.
2. Registered Office The address of the Corporation's registered office in this Commonwealth is 11 Rosemont Lane, Pittsburgh, Allegheny County, Pennsylvania 15217.
3. Business Corporation Law of 1988 The Corporation is incorporated under the provisions of the Business Corporation Law of 1988.
4. Stock The amount of the total authorized capital stock of this Corporation is 100,000 shares, divided into Class A Voting Common Stock, \$.01 par value per share ("Class A Voting Common Stock"), and Class B Nonvoting Common Stock, \$.01 par value per share ("Class B Nonvoting Common Stock"). The preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions, of the capital stock of this Corporation are as follows:
 - (a) Except as otherwise expressly required by the statutes of the Commonwealth of Pennsylvania, the holders of the Class A Voting Common Stock shall exclusively possess voting power for the election of directors and for all other purposes, and the holders of the Class B Nonvoting Common Stock shall have no voting power or voting rights whatsoever. No holder of Class B Nonvoting Common Stock shall be entitled as such to any notice of any annual or special meeting of the shareholders or to be present thereat, unless he shall be entitled to vote thereat.
 - (b) The relative rights, privileges and limitations of the Class A Voting Common Stock and the Class B Nonvoting Common Stock shall be in all respects identical, share for share, including, without limitation, identical rights to dividends, distributions, and liquidating proceeds, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Stock as provided in paragraph (a) above.
5. Personal Liability of Directors and Officers. (a) Limitation on Liability of Directors. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.
 - (b) Officers; Standard of Care and Personal Liability. An officer of the Corporation shall perform his duties as an officer in good faith and in a manner he reasonably believes to be in the best interests of the Corporation, so long as his performance does not constitute self-dealing, willful misconduct or recklessness. A person who so performs his duties shall not be liable by reason of having been an officer of the Corporation. The provisions of this paragraph (b) shall not apply to (i) the responsibility or liability of an officer pursuant to any criminal statute or (ii) the liability of an officer for the payment of taxes pursuant to Federal, State or local law.
 - (c) Nature and Extent of Rights. The provisions of this Article 5 shall be deemed to be a contract with each director and officer of the Corporation who serves as such at any time while this

INCORPORATED IN PA

9984-1504

Article 5 is in effect, and each director and officer shall be deemed to be so serving in reliance on the provisions of this Article 5. Any amendment or repeal of this Article 5 or adoption of any bylaw or provision of the Articles of Incorporation of the Corporation which has the effect of increasing director or officer liability shall operate prospectively only and shall not have any effect with respect to any action taken, or any failure to act, by a director or officer prior thereto.

6. No Cumulative Voting. The shareholders of the Corporation shall not be entitled to cumulate their votes for the election of directors.

7. Amendment of Articles. The Corporation reserves the right to amend these Articles of Incorporation to the extent and in the manner now or hereafter permitted by statute, and all rights conferred on shareholders herein or by statute are subject to amendment pursuant to the law in effect at the time of the amendment.

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

AUGUST 15, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

CECITY.COM, INC.

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kim Pizzingrilli

Secretary of the Commonwealth

JSOW