

FORM PTO-1594
(Rev. 8-93)
OMB No. 0651-0011 (exp. 4/94)

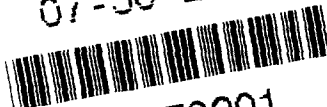
RECORDED
07-30-2002

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

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To the Honorable Commissioner of Patents and Trademarks

Enclose the attached original documents or copy thereof.



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1. Name of conveying party(ies):

Spa Health Consultants

17/15/02

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

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

2. Name and address of receiving party(ies)

Name: Avance, Inc.

Internal Address:

Street Address: 21-21 Broadway

City: Fair Lawn State: NJ ZIP: 07410

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Jersey
- 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 name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 23, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,005,468

Additional numbers attached? Yes No

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

Name: Lawrence D. Mandel

Internal Address: Klauber & Jackson

Street Address: 411 Hackensack Avenue

City: Hackensack State: NJ ZIP: 07601

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$40.00

Enclosed

Authorized to be charged to deposit account

if necessary

8. Deposit account number: if necessary

11-1153

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

07/29/2002 RHMED1 00000035 2005468

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40.00 DP

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.

Lawrence D. Mandel
Name of Person Signing

Signature

7/3/02

Date

3

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

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

TRADEMARK
REEL: 002551 FRAME: 0377



New Jersey Department of State
Division of Commercial Recording
Certificate of Amendment to the
Certificate of Incorporation
(For Use by Domestic Profit Corporations)

C-102A Rev. 12/93

<p>FILED</p> <p>OCT 23 2000</p> <p>State Treasurer Roland Machold</p>
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"Federal Employer Identification No."

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

CgN

- The name of the corporation is: SPA HEALTH CONSULTANTS, INC.
- The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 14th day of Sept., 29 2000

Resolved, that Article First of the Certificate of Incorporation be amended to read as follows:

The name of the Corporation is: Avance, Inc.

- The number of shares outstanding at the time of the adoption of the amendment was 10.
The total number of shares entitled to vote thereon was 10.

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number if outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

- The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting for Amendment

Number of Shares Voting Against Amendment

10

0

- If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be affected. (Omit if not applicable).

- Other provisions: (Omit if not applicable).

Principal office: 21-21 Broadway, Fairlawn, NJ 07410
Registered agent: Jim Savino
21-21 Broadway, Fairlawn, NJ 07410

SPA HEALTH CONSULTANTS, INC.

(Corporate Name)

By: [Signature]

(Signature)

Dated this 29TH day of September, 29 2000 CARLEN DEPOSENUE - CHAIRMAN + CEO

(Type Name and Title)

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

This purpose of this form is to simplify the filing requirements of the Secretary of State and does not replace the need for competent legal advice.

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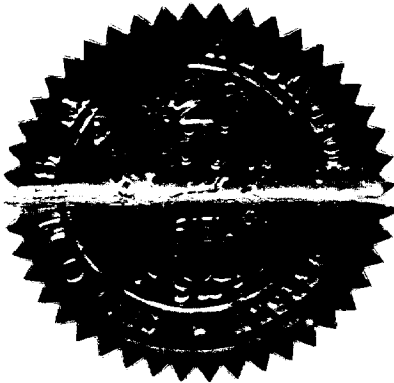
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

AVANCE, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
CERTIFICATE OF AMENDMENT
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

IN TESTIMONY WHEREOF, I have
*hereunto set my hand and
affixed my Official Seal
at Trenton, this
18th day of June, 2002*



A handwritten signature in black ink, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer