

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

TheraDoc.com, Inc.

8-19-02

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

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

3. Nature of conveyance:

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

Execution Date: 5/16/2001

2. Name and address of receiving party(ies)

Name: TheraDoc, Inc.

Internal

Address:

Street Address: 127 South 500 East, Suite 600

City: Salt Lake City State: UT Zip: 84102

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

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

A. Trademark Application No.(s) 75909676;
75909675; 76203906; 76203908; 76203907;
76203909 and 76203910

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Lester K. Essig

Internal Address: Ray, Quinney & Nebeker

Street Address: 36 South State Street, Suite 1400

City: Salt Lake City State: UT Zip: 84111

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41).....\$190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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 copy of the original document.

THERADOC, INC.

Lester K. Essig
Name of Person Signing

Lester K. Essig
Signature
Attorney Acting For Applicant

7/31/2002

Date

Total number of pages including cover sheet, attachments, and document: 4

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

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

THERADOC.COM, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That at a meeting of the Board of Directors of the Corporation or by unanimous written consent thereof, resolutions were duly adopted setting forth a proposed Certificate of Amendment to the Certificate of Incorporation of the Corporation, declaring said Amendment to be advisable and directing that said Amendment be considered at a meeting of the shareholders or by their written consent. The resolution setting forth the proposed Amendment is as follows:

RESOLVED, that Article I of the Certificate of Incorporation be amended to read in its entirety as follows:

The name of the Corporation is TheraDoc, Inc.

RESOLVED, that Section 4.1 of Article IV of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

Section 4.1. The total number of shares of Capital Stock which the Corporation shall have authority to issue is 40,000,000 shares, divided into 10,000,000 shares of Preferred Stock, par value of \$.50 per share, issuable in series, with such preferences, designations, and relative, participating, optional or other special rights as may be determined by the board of directors from time to time, hereinafter called "Preferred Stock Issuable in Series," and 30,000,000 shares of Common Stock of the par value of \$.001 each.

RESOLVED, that the first sentence of Section 4.2 of Article IV of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

Section 4.2. 10,000,000 shares of the Preferred Stock Issuable in Series shall be designated as Series A Preferred Stock.

2. That thereafter, pursuant to the resolution of the Board of Directors, by the written consent of the stockholders, the necessary number of shares as required by statute were voted in favor of the Amendment.


3. That the aforesaid Amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. That the capital of the Corporation shall not be reduced under or by reason of the foregoing Amendment.

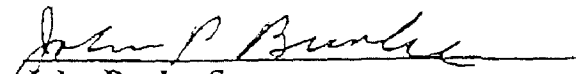
IN WITNESS WHEREOF, TheraDoc.com, Inc. has caused this Certificate of Amendment to be executed in its corporate name by its President and attested by its Secretary this 16 day of May, 2001.

THERADOC.COM, INC.

By:


Stanley Pestotnik, President

ATTEST:


John Burke, Secretary

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