

02-11-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



102667262

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

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

1. Name of conveying party: Neoforma.com, Inc. 2004 FEB -5 AM 10:34 25-04 FINANCE SECTION
Individual(s) Association General Partnership Limited Partnership
[X] Corporation - State of Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party: Name: Neoforma, Inc. Internal Address: Street Address: 3061 Zanker Road City: San Jose State: California Zip: 95134
Individual(s) citizenship Association General Partnership Limited Partnership
[X] 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 name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: August 23, 2001

4. Application number(s) or registration number(s): A. Trademark Application No. B. Trademark Registration Nos.: 2,526,423 2,714,114
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Linda G. Henry, Esq. Street Address: Fenwick & West LLP Silicon Valley Center 801 California Street City: Mountain View State: CA Zip: 94041

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41): \$65.00
[X] Enclosed
[X] Authorized to be charged to deposit account, if necessary
8. Deposit account number: 52-0261
(Attach duplicate copy of this page if paying by deposit account)

02/10/2004 BYRNE 00000080 2526423
01 FC:8521 40.00 DP
02 FC:8522 25.00 DP

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.
Linda G. Henry Signature Date Feb 4, 2004

Express Mail mailing label No. EV2557469684S Date of Deposit 2/5/04 Total number of pages including cover sheet, attachments, and document: 2

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail" requirements to be recorded with required cover sheet information to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to: Assistant Commissioner for Trademark, 2900 Crystal Dr., Arlington, VA 22202-3513. Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

LARISA BLIRSHTEYN (Type or Print Name of Person Mailing Paper or Fee) (Signature of Person Mailing Paper or Fee)

22036/00070/DOCS/1253320.1

TRADEMARK REEL: 002911 FRAME: 0132

**CERTIFICATE OF AMENDMENT TO THE FOURTH AMENDED AND
RESTATED CERTIFICATE OF INCORPORATION OF
NEOFORMA.COM, INC.
(a Delaware corporation)**

NEOFORMA.COM, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is Neoforma.com, Inc. The original Certificate of Incorporation of the Corporation was filed on August 18, 1998. A Fourth Amended and Restated Certificate of Incorporation was filed on March 22, 2001. The name under which the Corporation was originally incorporated was "Neoforma, Inc."

SECOND: Pursuant to Section 242(b) of the Delaware General Corporation Law (the "DGCL") the Board of Directors of the Corporation has duly adopted, and a majority of the outstanding stockholders entitled to vote thereon and a majority of the outstanding stockholders of each class entitled to vote as a class has approved, the amendments to the Fourth Amended and Restated Certificate of Incorporation of the Corporation set forth in this Certificate of Amendment.

THIRD: Pursuant to Section 242 of the DGCL, the text of the Fourth Amended and Restated Certificate of Incorporation is hereby amended to revise Article I in its entirety:

"Effective at 12:01 a.m. Eastern Daylight Time on August 27, 2001, the name of this Corporation will be Neoforma, Inc."

FOURTH: Pursuant to Section 242 of the DGCL, the text of the Fourth Amended and Restated Certificate of Incorporation is hereby amended to add the following paragraph to Article IV:

"Effective at 12:01 a.m. Eastern Daylight Time on August 27, 2001, every ten (10) outstanding shares of Common Stock of the Corporation will be combined into and automatically become one (1) outstanding share of Common Stock of the Corporation and the authorized shares of the Corporation shall remain as set forth in this Certificate of Incorporation. No fractional share shall be issued in connection with the foregoing stock split; all shares of each series of Common Stock so split that are held by a stockholder will be aggregated by such series subsequent to the foregoing split and each fractional share resulting from such aggregation of each series held by a stockholder shall be rounded down to the nearest whole share. In lieu of any interest in a fractional share to which a stockholder would otherwise be entitled as a result of the foregoing split, the Corporation shall pay a cash amount to such stockholder equal to the fair value of such fractional share as of the effective date of the foregoing split."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 23rd day of August, 2001, and the foregoing facts stated herein are true and correct.

NEOFORMA.COM, INC.

By: 

Name: Andrew Guggenheim
Title: Chief Financial Officer

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/23/2001
010418037 - 2932579