

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



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: Neoforma, Inc. FINANCE SECTION 2.5-04 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation - State of Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party: Name: Neoforma.com, 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

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [X] Change of Name [] Other Execution Date: August 3, 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 registration number(s): A. Trademark Application No. B. Trademark Registration No.: 2,526,423 Additional number(s) attached [] Yes [X] 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: 1 7. Total fee (37 CFR 3.41): \$40.00 [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)

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 Name of Person Signing Signature Date Feb. 4, 2004

Express Mail mailing label No. EV 255746971US Total number of pages including cover sheet, attachments, and document: 4

Date of Deposit 2/5/04 Mail documents to be recorded with required cover sheet information to: I hereby certify that this paper or fee is being deposited with the United States Patent and Trademark Office, Box Assignments Washington, D.C. 20231 United States Postal Service "Express Mail Post Office 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.

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

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "NEOFORMA, INC.", CHANGING ITS NAME FROM "NEOFORMA, INC." TO "NEOFORMA.COM, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2932579 8100

AUTHENTICATION: 9969699

DATE:

09-14-99
TRADEMARK

REEL: 002911 FRAME: 0135

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION OF
NEOFORMA, INC.**

(Pursuant to Sections 228 and 242 of the
General Corporation Law of the State of Delaware)

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

DOES HEREBY CERTIFY:

FIRST: The name of the corporation is Neoforma, Inc. The original Certificate of Incorporation was filed with the Secretary of State of Delaware on August 18, 1998.

SECOND: That the Board of Directors duly adopted resolutions proposing amendments to the Certificate of Incorporation of the corporation, declaring said amendments to be advisable and in the best interests of the corporation and its stockholders, and authorizing the appropriate officers of the corporation to solicit the consent of the stockholders therefor, which resolutions setting forth the proposed amendments are as follows:

RESOLVED: That Article ONE of the corporation's Certificate of Incorporation is hereby amended and restated in its entirety as follows:

The name of this corporation is Neoforma.com, Inc.

RESOLVED: That Article FOUR of the corporation's Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is 102,542,822 shares. 75,000,000 shares shall be Common Stock with a par value of \$.001. 27,542,822 shares shall be Preferred Stock with a par value of \$.001, 9,000,000 of which shall be designated as Series A Preferred Stock, 2,860,000 of which shall be designated as Series B Preferred Stock, 5,109,937 of which shall be designated as Series C Preferred Stock and 10,572,885 of which shall be designated as Series D Preferred Stock.

THIRD: The foregoing amendment was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Neoforma, Inc. has caused this certificate to be signed by Robert Zollars, its Chief Executive Officer, this 3rd day of August, 1999.

BY: 
Robert Zollars, Chief Executive Officer