

Form PTO-1595
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RECORDATION FORM COVER SHEET

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

PATENTS ONLY

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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):

Carter-Wallace, Inc

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

2. Name and address of receiving party(ies)

Name: MedPointe Healthcare Inc.

Internal Address: _____

Street Address: 265 Davidson, Ave., Suite 300

City: Somerset State: NJ Zip: 08873

Additional Name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 01 October 2001

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

B. Patent No.(s)

5,573,919

5,316,731

Additional numbers attached? Yes No

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

Name: Beth E. Arnold

Internal Address: Foley Hoag LLP

Seaport World Trade Center West

Street Address: 155 Seaport Blvd

City: Boston State: MA Zip: 02210-2600

6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1448

(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.

Beth E. Arnold

Name of Person Signing


Signature

January 7, 2004

Date

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

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

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "CARTER-WALLACE, INC.", CHANGING ITS NAME FROM "CARTER-WALLACE, INC." TO "MEDPOINTE HEALTHCARE INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2001, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2607301

DATE: 08-28-03

PATENT

REEL: 014235 FRAME: 0894

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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CARTER-WALLACE, INC.

Adopted in accordance with the provisions
of §242 of the General Corporation Law
of the State of Delaware

October 1, 2001

Beth P. Hecht, being the Secretary of Carter-Wallace, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article One in its entirety and substituting in lieu thereof a new Article One to read as follows:

"**FIRST:** The name of the Corporation is MedPointe Healthcare Inc. (the "Corporation")."

SECOND: That the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article Four in its entirety and substituting in lieu thereof a new Article Four to read as follows:

"**FOURTH:** The total number of shares of common stock that the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$0.01 per share."

020002-0042-08246-NY03-2118944.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 10/01/2001
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THIRD: That this amendment has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by the written consent of the holders of not less than a majority of each class of the outstanding stock entitled to vote thereon and that written notice of the corporate action has been given to those stockholders who have not consented in writing, all in accordance with the provisions of § 228 of the General Corporation Law of the State of Delaware.

FOURTH: This Certificate of Amendment has been executed and acknowledged, and shall be filed, in accordance with § 103 of the General Corporation Law of the State of Delaware.

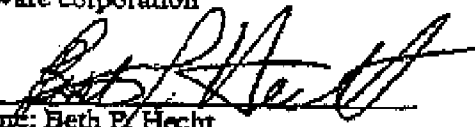
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01 2001 17:54 FR SIMPSON THACHER 349212 455 2502 TO #10200020062.8.1 P.05

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Certificate of Incorporation of the Corporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand on the date first written above.

CARTER-WALLACE, INC.
a Delaware corporation

By: 
Name: Beth E. Hecht
Title: Senior Vice President, General Counsel, and Secretary

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