

04-19-2004

PATENT

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TO: Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 4-15-04

Resubmission (Non-Recordation)

Document ID#:

Correction of PTO Error

Reel #: Frame #:

Corrective Document

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Conveyance Type

Assignment Security Agreement

License Change of Name

Merger Other

U.S. Government
(For use ONLY by U.S. Government Agencies)

Departmental File Secret File

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name	Execution Date		
	Month	Day	Year
Carter Wallace, Inc.	10	01	01
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Receiving Party

Mark if additional names of receiving parties attached

Name (line 1)

Name (line 2)

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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04/16/2004 ECOOPER 00000036 09951007

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Mail documents to be recorded with required cover sheet(s) information to:
Mail Stop Assignment Recordation Services, Director of the US Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450

Correspondent Name and Address

Area Code and Telephone Number (617) 248-7000

Name Patent Administrator

Address (line 1) Testa, Hurwitz & Thibeault, LLP

Address (line 2) High Street Tower

Address (line 3) 125 High Street

Address (line 4) Boston, MA 02110

Pages Enter the total number of pages of the attached conveyance document including any attachments. 5

Application Number(s) or Patent Number(s) Mark if additional numbers attached Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

Table with 6 columns for application and patent numbers. Values include 09/951,007 and 10/794,516.

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned. PCT [] PCT [] PCT [] PCT [] PCT []

Number of Properties Enter the total number of properties involved. # 2

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 80.00

Method of Payment: Enclosed [x] Deposit Account []

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account) Deposit Account Number # 20-0531

Authorization to charge additional fees: Yes [x] No []

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. Charges to deposit account are authorized, as indicated herein.

Duncan A. Greenhalgh, Reg. No. 38,678

D.A. Greenhalgh Signature

4/12/04 Date

Name of Person Signing

Signature

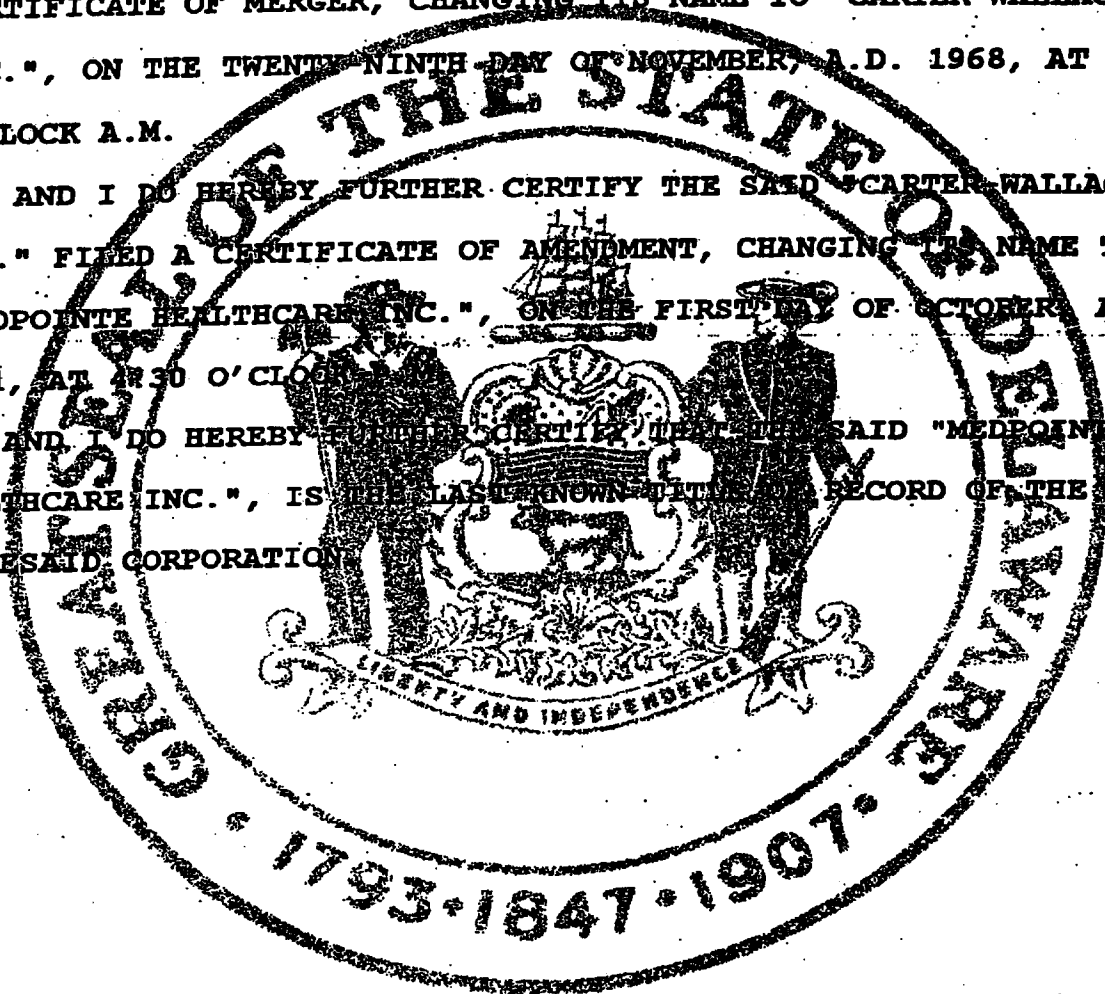
Date

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE SAID "C-W, INC." FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "CARTER-WALLACE, INC.", ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1968, AT 10:05 O' CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "CARTER-WALLACE, INC." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MEDPOINTE HEALTHCARE INC.", ON THE FIRST DAY OF OCTOBER, A.D. 2001, AT 11:30 O' CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MEDPOINTE HEALTHCARE INC.", IS THE LAST KNOWN ENTITY ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1431632

0681210 8321

010560555

DATE: 11-07-01

PATENT
REEL: 015214 FRAME: 0095

**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 MedPoints 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."

000001-0002-00246-MYEX.2110044.1

**STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 10/01/2001
010488911 - 0581210**

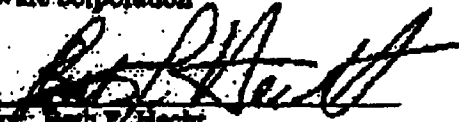
THIRD: That this amendment has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by the written consent of the holders of not less than a majority of each class of the outstanding stock entitled to vote thereon and that written notice of the corporate 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.

020002-0002-00246-NVQ2-2178944.1

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

020002-0000-0000-0000 (1) 10/01/01

Certificate of Merger
 of
MCC Merger Sub Corporation
 with and into
Carter-Wallace, Inc.

(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

Carter-Wallace, Inc., hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

MCC Merger Sub Corporation, a Delaware corporation, and

Carter-Wallace, Inc., a Delaware corporation;

(2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware;

(3) The name of the surviving corporation is **Carter-Wallace, Inc.;**

(4) The Certificate of Incorporation of Carter-Wallace, Inc. as in effect immediately prior to the filing of this Certificate of Merger with the Secretary of State of the State of Delaware shall be the certificate of incorporation of the surviving corporation;

(5) The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 1345 Avenue of the Americas, New York, New York 10105;

(6) A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

(7) This Certificate of Merger shall become effective at, but not until, 5:00 PM Eastern Standard Time, on September 28, 2001.

Dated: September 28, 2001

CARTER-WALLACE, INC.

By: 

Name: Ralph Levine

Title: Chief Executive Officer