

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Adherence Technologies, Corp.	03/22/2005
RECEIVING PARTY DATA	
Name:	Vocollect Healthcare Systems, Inc.
Street Address:	703 Rodi Road
Internal Address:	Suite 102
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15235-4559
PROPERTY NUMBERS Total: 2	
Property Type	Number
Application Number:	60525017
Application Number:	10997625
CORRESPONDENCE DATA	
Fax Number:	(513)241-6234
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	513-241-2324
Email:	ksumme@whepatent.com
Correspondent Name:	Kurt A. Summe
Address Line 1:	441 Vine Street
Address Line 2:	2700 Carew Tower
Address Line 4:	Cincinnati, OHIO 45202
ATTORNEY DOCKET NUMBER:	VHS-07
NAME OF SUBMITTER:	Kurt A. Summe
Total Attachments: 7 source=AttachmentTwo#page1.tif	

OP \$80.00 60525017

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PATENT  
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# Delaware

PAGE 1

*The First State*

ET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF  
HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
RESTATEd CERTIFICATE OF "ADHERENCE TECHNOLOGIES  
GING ITS NAME FROM "ADHERENCE TECHNOLOGIES CORP." TO  
EALTHCARE SYSTEMS, INC.", FILED IN THIS OFFICE ON  
ECOND DAY OF MARCH, A.D. 2006, AT 4:37 O'CLOCK P.M.



3100

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4898402

PAGE 2

PATENT  
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**RESTATED CERTIFICATE OF INCORPORATION  
OF  
ADHERENCE TECHNOLOGIES CORP.**

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Adherence Technologies Corp., a corporation organized and existing under the laws State of Delaware, hereby certifies as follows:

1. The name of the corporation is Adherence Technologies Corp. The date of filing original Certificate of Incorporation with the Secretary of State was September 8, 2000.

2. This Restated Certificate of Incorporation restates and integrates and further is the Certificate of Incorporation of this Corporation by:

A. Amending Article FIRST of the Certificate of Incorporation of this Corporation to read as follows:

"FIRST: The name of the corporation (which is hereinafter called the "Corporation") is Vocollect Healthcare Systems, Inc."

B. Amending Article FOURTH of the Certificate of Incorporation of this Corporation to read as follows:

FOURTH: The total number of the shares of capital stock which the Corporation shall have authority to issue is one hundred ninety three million five hundred (193,500,000) shares, which is divided into two classes as follows: (i) thirteen million five hundred thousand (13,500,000) shares of Preferred Stock ("Preferred Stock") with a par value of \$0.001 per share, and (ii) one hundred eighty million (180,000,000) shares of Common Stock ("Common Stock") with a par value of \$0.001 per share."

3. The text of the Certificate of Incorporation as amended or supplemented before is further amended and restated hereby to read as herein set forth in full:

1. The name of the corporation (which is hereinafter called the Corporation") is Vocollect Healthcare Systems, Inc.

2. The address of its registered office in the State of Delaware is Corporation Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name registered agent at such address is The Corporation Trust Company.

3. The nature of the business of the Corporation to engage in any lawful activity for which corporations may be organized under the Delaware General Corporation and to possess and exercise all of the powers and privileges granted under such law and the laws of the State of Delaware.

4. The total number of the shares of capital stock which the Corporation shall have authority to issue is one hundred ninety three million five hundred (193,500,000) shares, which is divided into two classes as follows: (i) thirteen million five hundred thousand (13,500,000) shares of Preferred Stock ("Preferred Stock") with a par value of \$0.001 per share, and (ii) one hundred eighty million (180,000,000) shares of Common Stock ("Common Stock") with a par value of \$0.001 per share."

5. The number of directors of the Corporation shall be five (5). No director of the Corporation need be a Stockholder.

6. The Corporation is to have perpetual existence.

7. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8. The Corporation shall, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

Indemnification may include payment by the Corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this EIGHTH Article, which undertaking may be accepted without reference to the financial ability of such person to make such payment.

The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors of the Corporation.

The indemnification rights provided in this EIGHTH Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested director or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this EIGHTH Article.

9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and the Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. The name and mailing address of the sole incorporator is Daniel M. Horrigan, Piper Marbuy Rudnick & Wolfe LLP, 1200 Nineteenth Street, N.W., Washington, D.C. 20036.

11. The designations, voting powers, preferences and relative, participating, optional or other rights, and qualification, limitations or restrictions of the Common Stock and Preferred Stock are as follows:

11.1. Preferred Stock.

(a) Issuance in Series. Shares of Preferred Stock may be issued in one or more series at such time or times, and for such consideration or considerations as the board of directors may determine. All shares of any one series of Preferred Stock will be identical with each other in all respects, except that shares of one series issued at different times may differ as to dates from which dividends thereon may be cumulative. All series will rank equally and be identical in all respects, except as permitted by the following provisions of this Article ELEVENTH.

(b) Authority of the Board with Respect to Series. The board of directors is authorized, at any time and from time to time, to provide for the issuance of the shares of Preferred Stock in one or more series with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as are stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the board of directors, and as are not stated and expressed in this Certificate of Incorporation or any amendment hereto including, but not limited to, determination of any of the following:

1) The number of shares constituting that series and the distinctive designation of that series;

2) The dividend rate or rates, on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, the payment date or dates for dividends and the relative rights of priority, if any, of payment of dividends on shares of that series;

3) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

4) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the board of directors shall determine;

5) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

6) Whether that series shall have a sinking or retirement fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking or retirement fund;

7) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series;

8) Any other preferences, privileges and powers, and relative participating, optional or other special rights, and qualifications, limitations or restrictions of a series, as the board of directors may deem advisable and are not inconsistent with the provisions of this Certificate of Incorporation.

(c) Dividends. Dividends on outstanding shares of Preferred Stock shall be paid or declared and sent apart for payment in accordance with their respective preferential and relative rights before any dividends shall be paid or declared and set apart for payment on the outstanding shares of Common Stock with respect to the same dividend period.

(d) Liquidation. If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential and relative amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

(e) Reacquired Shares. Shares of Preferred Stock which have been issued and reacquired in any manner by the Corporation (excluding, until the Corporation elects to retire them, shares which are held at treasury shares but including shares redeemed,

shared purchased and retired, and shares which have been converted into shares of Common Stock) will have the status of authorized and unissued shares of Preferred Stock and may be reissued.

(f) Voting Rights. Unless and except to the extent otherwise required by law or provided in the resolution or resolutions of the board of directors creating any series of Preferred Stock pursuant to this Article ELEVENTH, the holders of the Preferred Stock shall have no voting power with respect to any matter whatsoever. In no event shall the Preferred Stock be entitled to more than one vote in respect of each share of stock except as may be required by law or by this Certificate of Incorporation.

#### 11.2. Common Stock.

(a) Dividends. Subject to the preferential rights of the Preferred Stock, the holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the board of directors.

(b) Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed in the holders of shares of Preferred Stock, holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively. The board of directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise, dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Voting Rights. Except as may be otherwise required by law or this Certificate of Incorporation, each holder of Common Stock has one vote in respect of each share of stock held by him of record on the books of the Corporation on all matters voted upon by the stockholders.



4. This Restated Certificate of Incorporation was duly adopted by unanimous written consent of the stockholders in accordance with the applicable provisions of Section 228, 242 and 245 of the General Corporation Law of the State of Delaware.

5. This Restated Certificate of Incorporation shall be effective upon the filing this Restated Certificate of Incorporation with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Alan M. Letzt, its President, on March 22, 2006.

ADHERENCE TECHNOLOGIES CORP.

By: /s/ Alan M. Letzt  
Alan M. Letzt, President