



SECRETARY OF STATE



CORPORATION DIVISION

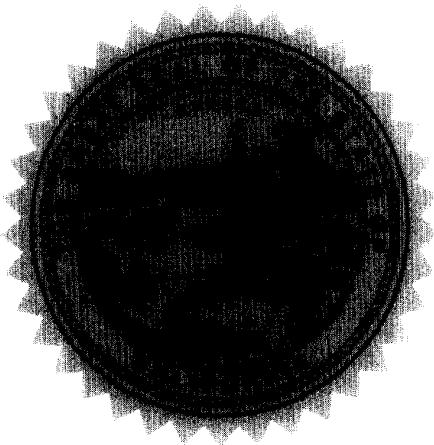
I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

3 pages

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAY 11 1998



Bill Jones

Secretary of State

TRADEMARK

NOTED

171043/

A472157

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

SHABBY CHIC WAREHOUSE, INC.

[Signature]
FILED
in the office of the Secretary of State
of the State of California

FEB - 2 1996

[Signature]
BILL JONES, Secretary of State

The undersigned hereby certifies that:

1. She is the President and Secretary, respectively, of Shabby Chic Warehouse, Inc., a California corporation.
2. The Board of Directors of Shabby Chic Warehouse, Inc. has approved the following amendment to Article I of the Articles of Incorporation of the corporation:

Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is SHABBY CHIC, INC.

3. The amendment has been approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The corporation has only one class of shares. Each outstanding share is entitled to one vote. The corporation has 500 shares outstanding. The total number of shares entitled to vote with respect to the amendment was 500. The amendment was approved by the affirmative vote of all 500 shares

Dated: 3/29/96

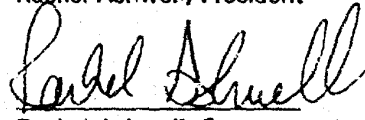
[Signature]
Rachel Ashwell, President

[Signature]
Rachel Ashwell, Secretary

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct of her own knowledge and that this declaration was executed on January 29, 1966 at Los Angeles, California.



Rachel Ashwell, President

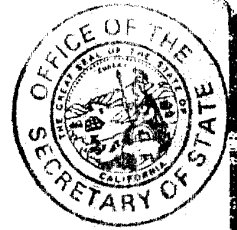


Rachel Ashwell, Secretary



213 394 1975

1013 Montana Avenue, Santa Monica . CA . 90404 .



January 26, 1996

Secretary Of State
Corporate Filing
1500 11th Street., 3rd Floor
Sacramento. CA 95814

Re: **Consent by Shabby Chic, Inc. for use of corporate name**

Dear Sir:

Shabby Chic, Inc. hereby permits Shabby Chic Warehouse, Inc. to use the name Shabby Chic, Inc.. This will not cause conflicts because Shabby Chic, Inc. is concurrently changing its name to Shabby Chic of Los Angeles, Inc.. If there are any problems please inform me as soon as possible. Kind regards.

Sincerely,
Shabby Chic, Inc.

By: Rachel Ashvell
Title: President

LAW OFFICES

KELLY BAUERSFELD LOWRY & KELLEY, LLP

JOHN E. KELLY
STUART O. LOWRY
JOHN D. BAUERSFELD
SCOTT W. KELLEY
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6320 CANOGA AVENUE, SUITE 1650
WOODLAND HILLS, CALIFORNIA 91367
TELEPHONE (818) 347-7900
FAX (818) 340-2859

PATENT, TRADEMARK
AND COPYRIGHT CAUSES
RALPH B. PASTORIZA (1923-1985)

May 12, 1998

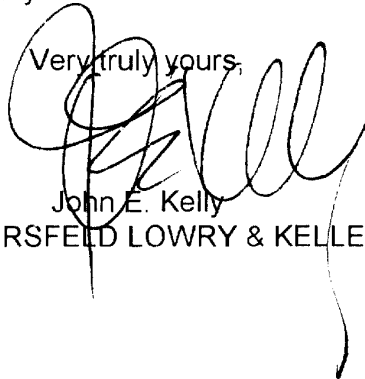
U.S. Patent and Trademark Office
Office of Public Records
Crystal Gateway 4
Room 335
Washington, D.C. 20231

Re: Request for Recordation of "Notice of Corporate
Name Change by Mark Registrant" -
Shabby Chic Warehouse, Inc. (Assignor) to
Shabby Chic, Inc. (Assignee)

Dear Sir:

Enclosed for recordation is a "Notice of Corporate Name Change by Mark Registrant" and a paper entitled "Recordation Form Cover Sheet Trademarks Only", reflecting a transfer of rights in the U.S. registrations and applications identified, from Shabby Chic Warehouse, Inc. (Assignor) to Shabby Chic, Inc. (Assignee). A check in the amount of \$215 covering the filing fee and return postcard are enclosed, with the request that the Notice of Corporate Name Change by Mark Registrant and related papers be directed to the undersigned attorney.

Very truly yours,



John E. Kelly

KELLY BAUERSFELD LOWRY & KELLEY, LLP

JEK:rd
Enclosures

TRADEMARK
REEL: 1732 FRAME: 0771

NOTICE OF CORPORATE
NAME CHANGE BY MARK REGISTRANT

I hereby declare that: SHABBY CHIC WAREHOUSE, INC. owns exclusive title to and all good will associated with each of the marks shown in the U.S. Registrations and applications identified below:

U.S. Reg. No. 1,753,006
Granted February 16, 1993 for SHABBY CHIC/Int. Cl. 42

U.S. Reg. No. 1,759,914
Granted March 23, 1993 for SHABBY CHIC/Int. Cl. 20 & 24

U.S. Reg. No. 1,869,597
Granted December 27, 1994 for SHABBY CHIC
FURNISHINGS & Design/Int. Cl. 20, 24 & 42

U.S. Reg. No. 1,949,879
Granted January 23, 1996 for SHABBY CHIC/Int. Cl. 25

U.S. Reg. No. 1,950,328
Granted January 23, 1996 for ANGEL & Design/Int. Cl. 42

U.S. Reg. No. 2,037,399
Granted February 11, 1997 for SHABBY CHIC/Int. Cl. 3

U.S. App. S.N. 75/224,523
Filed January 13, 1997 for SHABBY SHEETS/Int. Cl. 24

U.S. App. S.N. 75/363,314
Filed September 25, 1997 for SHABBY CHIC STUDIO/
Int. Cl. 20, 24, 25 & 42

U.S. TM Application S.N. 75/420,546
Filed January 20, 1998 for SHABBY CHIC BY RACHEL ASHWELL/
Int. Cl. 25

U.S. TM App. S.N. 75/420,597
Filed January 20, 1998 for SHABBY SHACK/Int. Cl. 42

U.S. TM Application S.N. 75/450,320
Filed March 16, 1998 for SHABBY CHIC BY RACHEL ASHWELL/
Int. Cl. 20, 24 & 42

I hereby further declare and give notice that: SHABBY CHIC WAREHOUSE, INC., a corporation of the State of California, has become and is now by official change of its corporate name designated and entitled SHABBY CHIC, INC., a corporation of the State of California, having its principal place of business at 6365 Arizona Circle, Los Angeles, California 90045. A Certificate from the Secretary of State, State is California, is attached.

The Commissioner of Patents and Trademarks is requested to record this "Notice of Corporate Name Change by Mark Registrant" in the files of the U.S. Patent and Trademark Office and return it to the attorneys of record identified as follows:

John E. Kelly, Esq.
KELLY BAUERSFELD LOWRY & KELLEY, LLP
6320 Canoga Avenue, Suite 1650
Woodland Hills, California 91367
Telephone: (818) 347-7900

May 1, 1998

Date



Name: Rachel Ashwell
Title: President

Registrant: Shabby Chic, Inc.