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To the Honorable Commissioner of Patents

100719120

Send original documents or copy thereof.

1. Name of conveying party(ies):

Metal Products Engineering, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

2. Nature of conveyance:

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

Execution Date: November 19, 1997

2. Name and address of receiving party(ies):

Name: Luppen Holdings, Inc.

Internal Address:

Street Address: 3050 Leonis Boulevard

City: Los Angeles State: CA ZIP: 90058

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

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.(s)

75/372,720

Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Shirley J. Su, Esq.

Howard, Rice, Nemerovski,
Internal Address: Canady, Falk & Rabkin

Street Address: Three Embarcadero Center,
7th Floor

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed, but if found insufficient, i

Authorized to be charged to deposit account

8. Deposit account number:

08-2792

(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.

Shirley J. Su

Name of Person Signing

Signature

0000025 75372720 40.00

5-1-98

Date

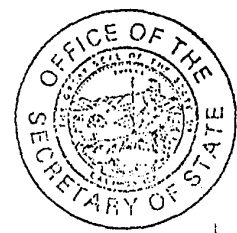
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State of California

SECRETARY OF STATE



Handwritten initials and date: ml 1/8/98

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

That the attached transcript has been compared with the record on file in this office, 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

JAN 08 1998



Handwritten signature: Bill Jones

Secretary of State

TRADEMARK
REEL: 1734 FRAME: 0696

A5.2512

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

DEC 23 1997

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
METAL PRODUCTS ENGINEERING

Bill Jones
BILL JONES, Secretary of State

LUPPE R. LUPPEN and PAULA LUPPEN certify that:

1. They are the President and the Secretary, respectively, of METAL PRODUCTS ENGINEERING, a California corporation.

2. Article ONE of the Articles of Incorporation of this corporation is amended to read as follows:

"ONE: The name of this corporation is
LUPPEN HOLDINGS, INC."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 76,000. The number of shares voting in favor of the amendment equalled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

November 19, 1997

Luppe R. Luppen
Luppe R. Luppen, President

Paula B. Luppen
Paula Luppen, Secretary

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TRADEMARK

RECORDED: 05/01/1998

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