

06-09-1998

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To the Honorable Comm.

100730531

record the attached original documents or copy thereof.

MPD 5-20-98

1. Name of conveying party(ies):

L. Karp & Sons, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: June 30, 1995

2. Name and address of receiving party(ies)

Name: Karp's Inc.
 Internal Address:
 Street Address: 1301 Estes Avenue
 City: Elk Grove Village State: IL ZIP: 60007

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,857,826
1,462,118

Additional numbers attached? Yes No

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

Name: Robert E. Browne

Internal Address:

06/09/1998 JSHARAZZ 00000072 1857826

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Street Address: Altheimer & Gray
10 S. Wacker Drive, Suite 4000

City: Chicago State: IL ZIP: 60606
Telephone: 312-715-4777

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Any deficient fees are authorized to be charged to deposit account

8. Deposit account number:

011,156

(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.

Robert E. Browne

Name of Person Signing

Reg. No. 26,150

Signature

5/20/98

Date

Total number of pages including cover sheet, attachments, and document: 3

Ref. No. 23414.00.0000
LDA

Mail documents to be recorded with required cover sheet information to:

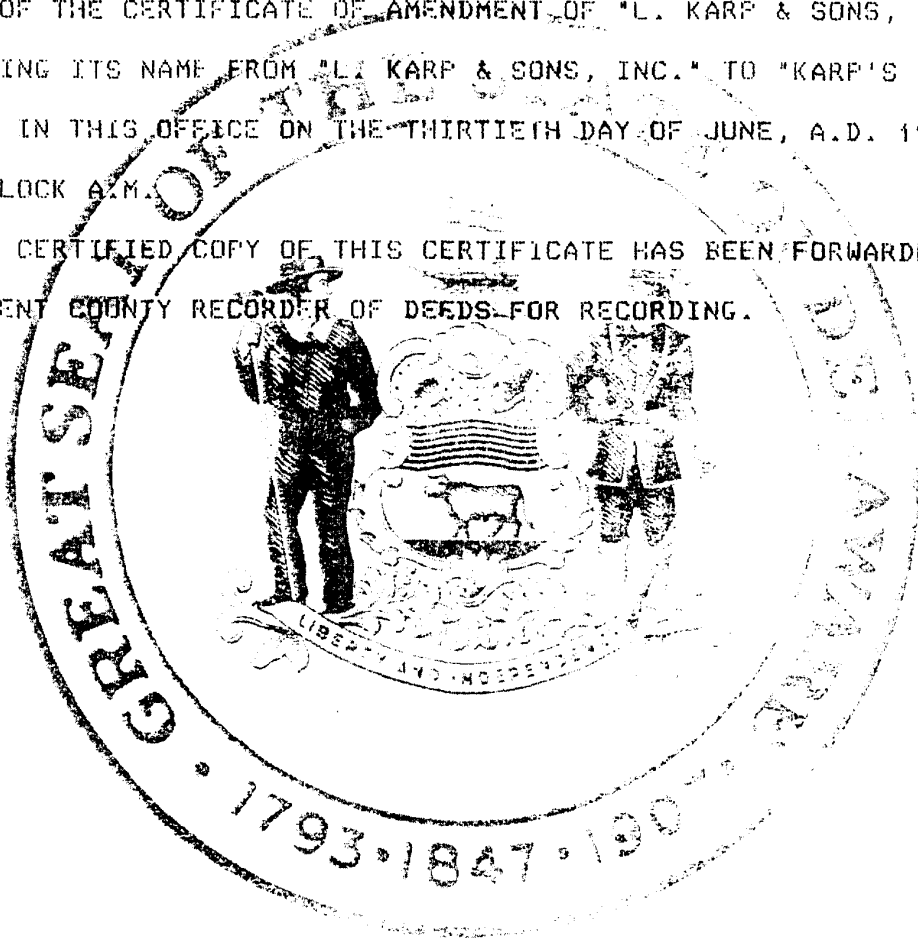
Commissioner of Patents & Trademarks, Box 518, TRADEMARK
Washington, D.C. 20531

Assignment

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "L. KARP & SONS, INC.", CHANGING ITS NAME FROM "L. KARP & SONS, INC." TO "KARP'S INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7562995

TRADEMARK 07 05 95

REEL: 1737 FRAME: 0441

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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
L. KARP & SONS, INC.

L. KARP & SONS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), HEREBY CERTIFIES:

FIRST: That the directors of the Corporation duly adopted a resolution on June 30, 1995 proposing and declaring advisable that Article 1 of the Certificate of Incorporation of the Corporation be amended to read as follows:

"1. The name of the corporation is Karp's Inc."

SECOND: That the foregoing resolution was duly adopted by the sole voting stockholder of the Corporation through written consent on June 30, 1995 in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the foregoing Amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, L. Karp & Sons, Inc. has caused this certificate to be signed by its President as of this 30th, day of June, 1995.

By:



Jack L. Karp, President

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