

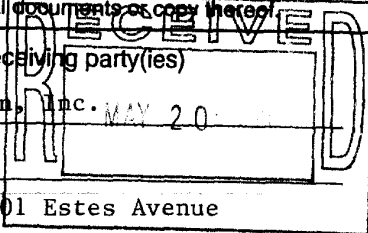
06-09-1998



100730532

To the Honorable Commissioner of Patents and Trademarks. (The attached original documents or copy thereof)

MED 5-20-98



1. Name of conveying party(ies):
Karp's Inc.

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

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

2. Name and address of receiving party(ies)

Name: Estes Green, 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

3. Nature of conveyance:

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

Execution Date: January 31, 1997

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 JSHARZZ 0000073 1857826

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

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

City: Chicago State: IL ZIP: 60606
Phone: 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
LOA

Amendment

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
KARP'S INC.

KARP'S 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 January 31, 1997 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 Estee Green, Inc."

SECOND: That the foregoing resolution was duly adopted by all of the voting stockholders of the Corporation through written consent on January 31, 1997 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, Karp's Inc. has caused this certificate to be signed by its President as of this 31, day of January, 1997.

By: *Jack Karp*
Jack Karp, President

State of Delaware
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 "KARP'S INC.", CHANGING ITS NAME FROM "KARP'S INC." TO "ESTES GREEN, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 1997, AT 4:29 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8312872
DATE: 02-03-97