

07-08-1998



100755604

TO THE HON. COMMISSIONER OF PATENTS & TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

MRD 6-19-98

1. NAME AND ADDRESS OF CONVEYING PARTY

HERMANN HIRSCH U.S.A., INC.
70 Ship Street
Providence, Rhode Island 02903

(New Jersey Corporation)

Additional names of conveying parties attached? No.

2. NAME AND ADDRESS OF RECEIVING PARTY

HIRSCH SPEIDEL, INC.
70 Ship Street
Providence, Rhode Island 02903

(New Jersey Corporation)

Additional names of receiving parties attached? No.

3. NATURE OF CONVEYANCE:

Assignment Merger

Security Agreement Change of Name

Execution Date: January 1, 1998

If assignee is not domiciled in the United States, a designation of domestic representative is attached.

4. APPLICATION OR REGISTRATION NUMBER(S)

A. Trademark Application Nos.

74/714,149
74/732,348
75/040,552
75/177,762
75/177,763
75/238,388

Additional numbers attached? No.

B. Trademark Registration Nos.

437,795
509,070
529,564
529,565
659,800
679,989

Additional numbers attached? YES.

5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:

TIMOTHY H. HIEBERT
SAMUELS, GAUTHIER, STEVENS & REPPERT
225 FRANKLIN STREET, SUITE 3300
BOSTON, MA 02110

6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: 51

7. TOTAL FEE DUE: \$ 1,290.00
(Check enclosed)

If any additional fee(s) are due, the Commissioner is hereby authorized to charge the Deposit Account identified in item 8.

8. DEPOSIT ACCOUNT NUMBER: 19-0079

07/07/1998 BNGUYEN 00000317 437795

01 FC:481 40.00 OP
02 FC:482 1250.00 OP

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.

Timothy H. Hiebert
Name of Person Signing

Signature

June 16, 1998 10. Total pages: 1
Signature Date

TRADEMARK

4B. Trademark Registration Nos. (continued)

691,261
764,652
816,976
861,961
866,305
884,847
889,562
892,450
915,081
994,298
1,059,182
1,093,201
1,094,373
1,136,740
1,172,182
1,213,862
1,280,672
1,297,266
1,297,267
1,319,290
1,355,257
1,435,464
1,537,354
1,665,799
1,695,971
1,719,446
1,739,014
1,769,271
1,777,491
1,787,684
1,800,082
1,839,933
1,866,932
1,871,258
2,019,797
2,022,616
2,046,663
2,048,302
2,084,346

AMENDED
AND
RESTATED CERTIFICATE OF INCORPORATION
OF
HERMANN HIRSCH U.S.A., INC.

RST
FILED

DEC 22 1997

LONNA B. HOOKS
Secretary of State

The undersigned, pursuant to the provisions of Section 14A:9-5, Corporations, General, of the New Jersey Statutes, does hereby execute the following Amended and Restated Certificate of Incorporation:

FIRST: The name of the Corporation is **HIRSCH SPEIDEL, INC.**

SECOND: The purpose or purposes for which the Corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

THIRD: The aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1,000) shares of no par value stock.

FOURTH: The address of the Corporation's current registered office is 830 Bear Tavern Road, Suite 305, West Trenton, New Jersey 08628; the name of the corporation's current registered agent at that address is Corporation Service Company.

FIFTH: The current Board of Directors of the Corporation consists of two (2) persons whose names and addresses are as follows:

Hermann Hirsch
Hirschstraße 5
9020 Klagenfurt
Austria

Robert Hirsch
Unit 101A, 1/f
Shul Hing Centre
13 Sheung Yuet Road
Kawinon Bay, Hong Kong

350125
657009

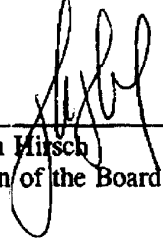
0100030819

362538.1

SIXTH: The effective date of this Amended and Restated Certificate of Incorporation shall be January 1, 1998.

IN WITNESS WHEREOF, the undersigned Corporation has caused this Amended and Restated Certificate of Incorporation to be executed on its behalf by its duly authorized officer as of the 10th day of December, 1997.

HERMANN HIRSCH U.S.A., INC.

By  _____
Hermann Hirsch
Chairman of the Board

CERTIFICATE REGARDING
AMENDED
AND
RESTATED CERTIFICATE OF INCORPORATION
OF
HERMANN HIRSCH U.S.A., INC.

The undersigned, pursuant to the provisions of Section 14A:9-5(5),
Corporations, General, of the New Jersey Statutes, does hereby execute the following
certificate:

FIRST: The name of the Corporation is Hermann Hirsch U.S.A., Inc.,
which shall be changed to Hirsch Speidel, Inc.

SECOND: The Amended and Restated Certificate of Incorporation was
adopted as of the 10th day of December, 1997.

THIRD: At the time of the adoption of the Amended and Restated
Certificate of Incorporation, the number of shares outstanding was one hundred (100)
shares of Common Stock. The total of such shares entitled to vote thereon, and the vote of
such shares was:

<u>Total Number of Shares</u> <u>Entitled to Vote</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
100	100	-0-

At the time of the adoption of the Amended and Restated Certificate of
Incorporation, the number of outstanding shares of each class or series entitled to vote
thereon as a class and the vote of such shares, was:

362771.1

<u>Class or Series</u>	<u>Number of Shares Entitled to Vote</u>	<u>Number of Shares Voted</u>	
		<u>For</u>	<u>Against</u>
Common Stock	100	100	-0-

FIFTH: This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this Corporation by:

(a) Amending the name of the Corporation to: HIRSCH SPEIDEL, INC.

(b) Amending the purpose or purposes for which the Corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act.

(c) Amending the current registered office of the Corporation to: 830 Bear Tavern Road, Suite 305, West Trenton, New Jersey 08628; and amending the name of the current registered agent at that address to Corporation Service Company.

(d) Deleting statements concerning the incorporator and the initial Board of Directors.

SIXTH: The effective date of this amendment shall be January 1, 1998.

IN WITNESS WHEREOF, the undersigned Corporation has executed this Certificate to be executed on its behalf by its duly authorized officer as of the 10th day of December, 1997.

HERMANN HIRSCH U.S.A., INC.

By _____


Hermann Hirsch
Chairman of the Board

STATE OF NEW JERSEY
DEPARTMENT OF STATE
FILING CERTIFICATION (CERTIFIED COPY)

HIRSCH SPEIDEL, INC.

I, the Secretary of State of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the Amended and Restated Certificate of Incorporation as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
10th day of June, 1998



A handwritten signature in cursive script, appearing to read "Lonna R. Hooks".

LONNA R HOOKS
Secretary of State