

07-08-1998

S. DEPARTMENT OF COMMERCE

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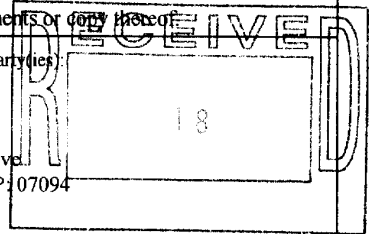
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Docket No. 338922400000

MRD 6-18-98

100755879

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy hereof.



| | |
|--|---|
| <p>1. Name of conveying party(ies): GENESIS DIRECT THIRTY-FOUR, LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other</p> <p>A Delaware limited liability company</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies):</p> <p>Name: BIOBOTTOMS, LLC Internal Address: Street Address: 100 Plaza Drive City: Secaucus, State: NJ ZIP: 07094</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input type="checkbox"/> Corporation-State: _____ <input checked="" type="checkbox"/> Other: <u>A Delaware limited liability company</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>April 23, 1998</u></p> | |

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) B. Registration No.(s)

See Schedule 1 See Schedule 1

Additional numbers attached? Yes No

| | |
|--|--|
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Carla B. Oakley Morrison & Foerster LLP 425 Market Street San Francisco, CA 94105</p> | <p>6. Total number of applications and trademark registrations involved: 7</p> <p>7. Total fee (37 C.F.R. § 3.41): \$190.00</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account, referencing Attorney Docket 338922400000</p> <p>8. Deposit account number: <u>03-1952</u></p> |
|--|--|

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

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.

Name: Carla B. Oakley Carla B. Oakley 6-15-98
Signature Date

Total number of pages comprising cover sheet, attachments and document: 4

07/07/1998 BNGUYEN 00000116 1674319

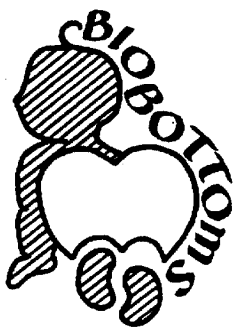
01 FC:481 40.00 OP
02 FC:482 150.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

sf-522184

SCHEDULE 1

U.S. Trademarks

| Mark | Registration/ Application No. | Registration Date/ Application Date | Status |
|---|----------------------------------|--|------------|
| BIOBOTTOMS | 1,674,319 | February 4, 1992 | Registered |
| BIOBOTTOMS | 2,140,502 | March 3, 1998 | Registered |
| BIOBOTTOMS and Design  | 1,245,890 | July 19, 1983 | Registered |
| COTTONBOTTOMS | 1,804,562 | November 16, 1993 | Registered |
| FRESH AIR WEAR | 75/223,603 | January 8, 1997 | Pending |
| SHADES | 75/223,231 | January 9, 1997 | Pending |
| TENDERBOTTOMS | 1,736,728 | December 1, 1992 | Registered |

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 "GENESIS DIRECT THIRTY-FOUR, LLC", CHANGING ITS NAME FROM "GENESIS DIRECT THIRTY-FOUR, LLC" TO "BIOBOTTOMS, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 1998, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2808747 8100

9044416

DATE: TRADEMARK

981156183

REEL: 1748 FRAME: 0262

04-24-98

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
GENESIS DIRECT THIRTY-FOUR, LLC**

Pursuant to Section 18-202 of the
Delaware Limited Liability Company Act

GENESIS DIRECT THIRTY-FOUR, LLC, a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: The name of the company is Genesis Direct Thirty-Four, LLC, (hereinafter the "Company").

SECOND: That pursuant to a unanimous written consent of the members of the Company, resolutions were duly adopted setting forth a proposed amendment to the certificate of formation of the Company, declaring the such amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Paragraph **FIRST** of the Company's Certificate of Formation is hereby amended to read, in its entirety, as follows:

FIRST: The name of the company is Biobottoms, LLC (hereinafter the "Company").

THIRD: The actions taken by this certificate were unanimously approved by the members in a unanimous written consent of even date herewith.

IN WITNESS WHEREOF, I have signed this certificate on this 23rd day of April, 1998.

By:

Name: David Seale

Title: Authorized Person and Executive Vice President