

07-08-1998



100757087

(To the Honorable Commission documents or copy thereof.)

Please record the attached original

MRD 6-25-98

1. Name of conveying party(ies):
 Hermann Hirsch U.S.A., Inc.

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

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

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

Name: Hirsch Speidel, Inc.

Internal Address: _____

Street Address: 70 Ship Street

City: Providence State: RI ZIP: 02903

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New Jersey
 Other _____

Execution Date: December 10, 1997

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)

B. Trademark registration No.(s)
 1,094,373 - SPEIDEL (Stylized)

Additional numbers attached? Yes No

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

Rudolph S. Houck, III
 Walter, Conston, Alexander & Green, P.C.
 90 Park Avenue
 New York, New York 10016

6. Total number of applications and registration involved: 1

7. Total fee (37 CFR 3.41). . . . \$ 25.00

Enclosed
 Authorized to be charged to deposit account

06/29/1998 JSHBAZZ 00000107 230380 1094373
 01 FC:461 40.00 CH

8. Deposit account number: 23-0380
 (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 DOCUMENTS.

Rudolph S. Houck, III
 Name of Person Signing

Rudolph S. Houck III
 Signature

June 25, 1998
 Date

Total number of pages comprising cover sheet:

6

AMENDED

AND

RESTATED CERTIFICATE OF INCORPORATION

OF

HERMANN HIRSCH U.S.A., INC.

FILED

DEC 22 1997

LONNA R. 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:

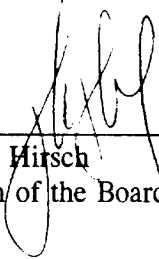
Hermann Hirsch
Hirschstraße 5
9020 Klagenfurt
Austria

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

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 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:

<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.

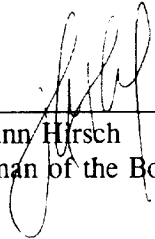
(c) Amending the current registered office of the Corporation to: 830 Bear Tavern Road, Suite 305, West Trenton, New Jersey 08628; and amending the name of the current registered agent at that address to Corporation Service Company.

(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