

FORM PTO-1584 (Rev. 4-77) U.S. Patent & TMO/TM Mail Rcpt. Dt. #67
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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



100777673

To the Honorable Commissioner of Patent

and original documents or copy thereof.

MIRD 7-9-98

1. Name of conveying party(ies):

The He-Ro Group, Inc

- Individual(s)
- General Partnership
- Corporation-State
- Other

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: The Nardlee Group, Inc

Internal Address:

Street Address: 530 Seventh Ave

City: New York State: NY ZIP: 10008

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation 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: May 29, 1998

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

A. Trademark Application No.(s)

75,458,083

75,458,088

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Jay Begier

Internal Address: Harris Beach & Wilcox

Street Address: 250 Park Ave

City: New York State: NY ZIP: 10177

6. Total number of applications and registrations involved:

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/24/1998 DNGUYEN 00000023 75458083

DO NOT USE THIS SPACE

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

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.

Barbara Friedman
Name of Person Signing

Barbara Friedman
Signature

July 6, 1998
Date

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

CSC 45
980603000

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE HE-RO GROUP, INC.

Under Section 805 of the Business Corporation Law

It is hereby certified that:

FIRST: The name of the Corporation is The He-Ro Group, Inc. The name under which the corporation was formed is He-Ro Industries, Inc.

SECOND: The certificate of incorporation was filed by the Department of State of the State of New York on June 15, 1981.

THIRD: The amendment of the certificate of incorporation affected by this certificate of amendment is as follows:

The name of the Corporation shall be changed to "The Nahdree Group, Inc."

FOURTH: To accomplish the foregoing amendment, Article FIRST of the certificate of incorporation of this Corporation, relating to the name of the Corporation is hereby amended to read as follows:

"The name of the Corporation is The Nahdree Group, Inc."

FIFTH: The amendment to the certificate of incorporation effected hereby was authorized first, by written consent of the sole director, then by unanimous written consent of the holder of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on the 21 day of May, 1998.

The He-Ro Group, Ltd.
(sole shareholder)


Sue Kim, Chief Operating Officer

(equivalent to office of Vice President)


STATE OF NEW YORK)
)
) SS:
)
COUNTY OF NEW YORK)

SUE KIM, being duly sworn, deposes and says that she is the person who signed the foregoing Certificate of Amendment of the Certificate of Incorporation ("Amendment"); that she signed the Amendment in her capacity set forth beneath her signature thereon; that she has read the Amendment and knows the contents thereof; and that the statements contained therein are true to her knowledge.


Sue Kim, Chief Operating Officer

Subscribed and sworn to before me
on May 29, 1998.

(equivalent to office of Vice
President)



Notary Public

CRANG P. MAURO, ESQ.
Notary Public, State of New York
No. 02848002073
Qualified in New York County
Commission Expires Feb 2, 20 00

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CERTIFICATE OF AMENDMENT

OF

THE HE-RO GROUP, INC.

Under Section 805 of the Business Corporation Law

Jun 3 8 55 AM '98

FILED BY: Marc Snyderman, Esq
BALLON, STOLL, BADER & NADLER
1450 Broadway
14th Floor
New York, NY 10018
838157NLH

ICL

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 03 1998

TAXES _____
BY: *[Signature]*

Jun 1 1998

REC'D JUN 2 1998

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980803000 *all*

State of New York }
Department of State }st

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

JUN 05 1998

Witness my hand and seal of the Department of State on



A handwritten signature in cursive script, appearing to read "J. Clark".

Special Deputy Secretary of State

DOCS-1266 (3/196)

HARRIS, BEACH & WILCOX, LLP.
ATTORNEYS AT LAW
DISBURSEMENT ACCOUNT
250 PARK AVE PH 212-687-0100
NEW YORK, NY 10177

2548

1-108/210

PAY
TO THE
ORDER OF

Commissioner of Patents & Trademarks DATE *July 6, 1998*
Sixty-five 00/100 \$ *65 00/100*

Marine Midland Bank
PARK AVENUE OFFICE
250 PARK AVENUE
NEW YORK, NEW YORK 10177

DOLLARS  Security feature included. Please see back.

FOR *Recordation of Name Change* *Curm Shu*
⑈002548⑈ ⑆021001088⑆ 035⑈71756⑈4⑈

Assignor: The He-Ro Group
Assignee: The Nahdree Group, Inc.
Serial No.: 75/458,083
75/458,058
Our Ref. No.: ballo-118432

Receipt is hereby acknowledged of:

- Assignment Recordation Form
- Check in the amount of \$65.00
- Acknowledgement postcard

BLF

7/06/98

TRADEMARK