

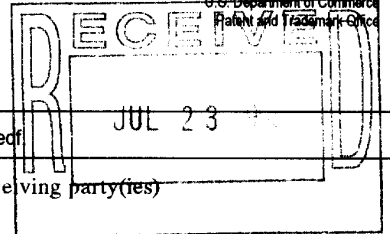
7/23/98

07-27-1998



T

U.S. Department of Commerce
Patent and Trademark Office



To the Honorable Commissioner of Patents and Trade.....

100775708

s or copy thereof

1. Name of conveying party(ies):

BIGFOOT PARTNERS, L.P.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State -Delaware
 Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: BIGFOOT INTERNATIONAL, INC.

Address: c/o DeForest & Duer
90 Broad Street
New York, New York 10004

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: June 30, 1998

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

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

A. Trademark Application No.(s)

75/374,149

75/374,148

B. Trademark Registration No.(s)

2,108,223

Additional numbers attached? Yes No

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

Baila H. Celedonia, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41)..... \$ 90.00

Enclosed

Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

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

07/27/1998 DNGUYEN 00000012 2108223

01 FC:481
02 FC:482

40.00 OP
50.00 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.

Baila H. Celedonia
Name of Person Signing

Baila H. Celedonia
Signature

July 20, 1998
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail to: U.S. Patent & Trademark Office, Office of Public Records, Crystal Gateway 4, Rm. 335, Washington, D.C. 20231

REEL: 1759 FRAME: 0452

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"BIGFOOT PARTNERS, L.P.", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "BIGFOOT INTERNATIONAL, INC." UNDER THE NAME OF "BIGFOOT INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 9:05 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 1998.



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

Edward J. Freel, Secretary of State

2677644 8100M
981257278

AUTHENTICATION: 9174643

DATE: 07-01-98
TRADEMARK

REEL: 1759 FRAME: 0453

CERTIFICATE OF MERGER

OF BIGFOOT INTERNATIONAL, INC. AND BIGFOOT PARTNERS, L.P.

In accordance with Section 263 of the Delaware General Corporation Law (the "DGCL"), and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act ("RULPA"), the undersigned, James F. Hoffman, being the President of Bigfoot International, Inc., a Delaware corporation, DOES HEREBY CERTIFY as follows:

(1) The name and state of domicile of each constituent entity is Bigfoot International, Inc., a Delaware corporation, and Bigfoot Partners, L.P., a Delaware limited partnership;

(2) An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 263 of the DGCL and Section 17-211 of the RULPA;

(3) The name of the surviving corporation is Bigfoot International, Inc.;

(4) The Certificate of Incorporation of Bigfoot International, Inc., as amended and filed with the Secretary of State of the State of Delaware shall be the Certificate of Incorporation of the surviving corporation;

(5) The executed agreement of merger is on file at the principal place of business of the surviving corporation, 1841 Broadway, Suite 609, New York, NY 10023;

(6) A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation or any partner of any constituent limited partnership;

(7) This certificate shall become effective at 5:00 p.m. EST on June 30, 1998.

TRADEMARK