

09-16-1998



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100829663

To the Honorable Commissioner of Patents and Trademarks, record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Tobacco Alternative, Inc.

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

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

2. Name and address of receiving party(ies):
Name: Alternative Cigarettes, Inc.

Internal Address: _____

Street Address: 125 Virgil Avenue

City: Buffalo State: NY ZIP: 14216

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
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 11, 1996

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

A. Trademark Application No.(s)

09/16/1998 DNGUYEN 00000098 2049642

01 FC:481 40.00 DP
 02 FC:482 75.00 DP

Additional numbers attached? Yes No

B. Trademark registration No.(s)

2,049,642
 1,780,891
 2,116,739

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

Name: Phillips, Lytle, Hitchcock, Blaine & Huber LLP
Intellectual Property Group

Internal Address: _____

Void date: 09/16/1998 DNGUYEN
 09/16/1998 DNGUYEN 00000097 2049642
 01 FC:481 -40.00 DP
 02 FC:482 -25.00 DP

Street Address: 3400 Marine Midland Center

City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):..... \$120.00
 \$40.00 x 3 = \$120.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 40.00 DP
 50.00 DP
 40.00 DP
 75.00 DP

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

DO NOT USE THIS SPACE

09/16/1998 DNGUYEN 00000097 2049642

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

To the best of my knowledge and belief, the foregoing information is true and correct and an attached copy is a true copy of the original document.

Rowland Richards, Reg. No. 42,104
Name of Person Signing

Rowland Richards
Signature

August 31, 1996
Date

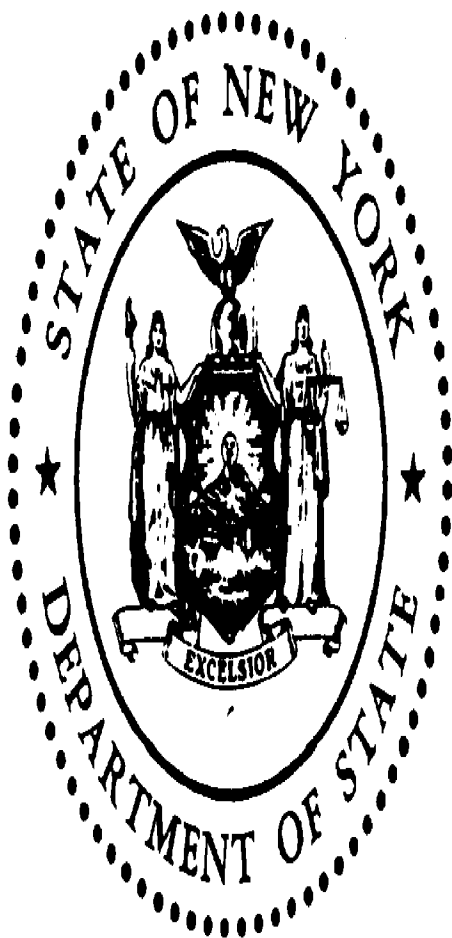
Total number of pages completed on this sheet: 1

State of New York }
Department of State } ss:

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.

Witness my hand and seal of the Department of State on

AUG 24 1998



A handwritten signature in black ink, appearing to read "J. Clark", written over a horizontal line.

Special Deputy Secretary of State

F 9860913000243

Certificate of Amendment of the Certificate of Incorporation of

under Section 805 of the Business Corporation Law

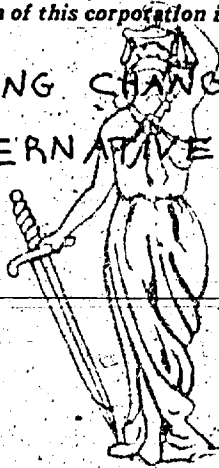
IT IS HEREBY CERTIFIED THAT:

(1) The name of the corporation is **TOBACCO ALTERNATIVE, INC.**

(2) The certificate of incorporation was filed by the department of state on the **6th** day
of **APRIL** 19**92**.

(3) The certificate of incorporation of this corporation is hereby amended to effect the following change*

THE NAME BEING CHANGED FROM **TOBACCO ALTERNATIVE,**
INC. TO ALTERNATIVE CIGARETTES, INC.



*Set forth the subject matter of each provision of the certificate of incorporation which is to be amended or eliminated and the full text of the provision(s), if any, which are to be substituted or added. If an amendment provides for a change of issued shares, the number and kind of shares changed, the number and kind of shares resulting from such change and the terms of change. If an amendment makes two or more such changes, a like statement shall be included in respect to each change.

(4) The amendment to the certificate of incorporation was authorized:

~~* first, by vote of the board of directors.~~

~~* first, by unanimous written consent of all the directors.~~

* and then at a meeting of shareholders by vote of a majority of all the outstanding shares entitled to vote thereon.

~~* and then by unanimous written consent of the holders of all the outstanding shares entitled to vote thereon.~~

* and then at a meeting of shareholders by vote of a majority of all the outstanding shares entitled to vote thereon as required by the certificate of incorporation.

* STRIKE OUT WHERE INAPPLICABLE

2

TRADEMARK
REEL: 1787 FRAME: 0287

F 960913000243

IN WITNESS WHEREOF, this certificate has been subscribed this 11th day of September 1996 by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

<u>Type name</u>	<u>Capacity in which signed</u>	<u>Signature</u>
JOSEPH PANDOLFINO	PRESIDENT	Joseph Pandolfino

ZORAIDA APPLEWHITE
Notary Public, State of New York
Qualified in Erie County
Commission Expires 7/1/98

Zoraida Applewhite

Certificate of Amendment of the Certificate of Incorporation of

STATE OF NEW YORK
DEPARTMENT OF STATE

under Section 805 of the Business Corporation Law.

FILED: SEP 13 1996

TAXS _____
BY: EJB
ERIE

W/S

Filed By: JOSEPH PANDOLFINO,
PRESIDENT
Address: TOBACCO ALTERNATIVE, INC
125 VIRGIL AVENUE
BUFFALO NY 14216

B

960913000249