

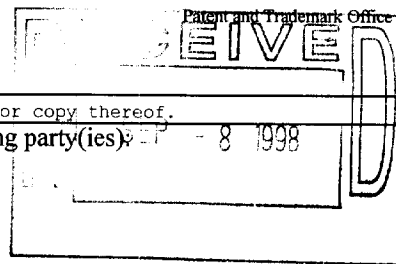
09-17-1998

FORM PT-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 838.211-US-01



FR SHEET
NY

U.S. DEPARTMENT OF COMMERCE



100831550

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

MRD 9-8-98

1. Name of conveying party(ies):
International Marketing Specialists, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation—State of Texas
 Other:

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

2. Name and address of receiving party(ies):
Fly Technologies, Inc.
7450 Whitehall
Fort Worth, Texas 76118

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation—State of Texas
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be 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: March 19, 1997

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

A. Trademark Application No.(s)
75/271,122

B. Trademark Reg. No.(s)
1,586,882; 1,608,327; and 1,894,491

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: D. Randall King
 Address: Merchant, Gould, Smith, Edell,
 Welter & Schmidt, P.A.
 3100 Norwest Center
 90 South Seventh Street
 Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 4

7. Total fee (37 CFR 3.41): \$115.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

D. Randall King
 Name of Person Signing

Signature

September 1, 1998
 Date

09/16/1998 TTON11 00000013 1586882

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

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
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TRADEMARK
REEL: 1788 FRAME: 0658



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

FLY TECHNOLOGIES, INC.
FORMERLY:
INTERNATIONAL MARKETING SPECIALISTS, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: March 24, 1997

Effective: March 24, 1997



Antonio O. Garza, Jr.
Secretary of State

YD

TRADEMARK
REEL: 1788 FRAME: 0659

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

INTERNATIONAL MARKETING SPECIALISTS, INC.

FILED
In the Office of the
Secretary of State of Texas
MAR 24 1997
Corporations Section

PURSUANT to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopted the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is International Marketing Specialists, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on March 19, 1997.

RESOLVED, that ARTICLE ONE of the Articles of Incorporation of the Corporation is amended to read in its entirety as follows:

"The name of the corporation is FLY TECHNOLOGIES, INC."

ARTICLE THREE

The number of shares of the Corporation outstanding at the time of such adoption was 1,000 shares of Common Stock, and the number of shares entitled to vote thereon was 1,000 shares of Common Stock. No other shares of capital stock of the Corporation, whether Common or Preferred, were issued and outstanding at the time of such adoption.

ARTICLE FOUR

The number of shares of Common Stock voted for such amendment was 1,000, and the number of shares of Common Stock voted against such amendment was

-0-, and -0- shares of Common Stock abstained. This Amendment does not effect a change in the stated capital of the Corporation.

DATED: March 19, 1997.

INTERNATIONAL MARKETING SPECIALISTS, INC.

By: 

Gerald C. Walton, President

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