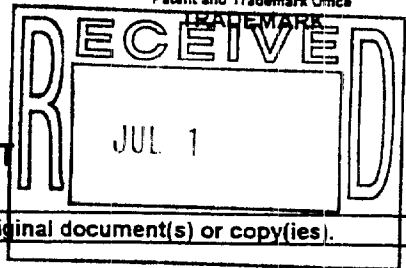


10-29-1998



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RECORDATION FORM COVER SHEET  
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MKD 7-1-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
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- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year  
01-22-98
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name Victoreen, Inc.

Execution Date  
Month Day Year  
01-20-98

Formerly \_\_\_\_\_

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Old Vic Corp.

DBA/KA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 6000 Cochran Road

Address (line 2) \_\_\_\_\_

Address (line 3) Cleveland  
City

Ohio  
State/Country

44139  
Zip Code

- Individual
  - General Partnership
  - Limited Partnership
  - Corporation
  - Association
  - Other \_\_\_\_\_
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

07/07/1998 SSMITH 00000043 020396 2058988

FOR OFFICE USE ONLY

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

*File OK*

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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1804 FRAME: 0899

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name Deborah A. Wilcox, Esq.

Address (line 1) Baker & Hostetler LLP

Address (line 2) 3200 National City Center

Address (line 3) 1900 East 9th Street

Address (line 4) Cleveland, OH 44114-3485

**Correspondent Name and Address**

Area Code and Telephone Number (216) 861-7864

Name Deborah A. Wilcox

Address (line 1) Baker & Hostetler LLP

Address (line 2) 3200 National City Center

Address (line 3) 1900 East 9th Street

Address (line 4) Cleveland, OH 44114-3485

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

#           

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/398,572

2,058,988

75/084,624

75/084,625

**Number of Properties** Enter the total number of properties involved.

# 4

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$ 115.00

Method of Payment:

Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 020396

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Deborah A. Wilcox

Name of Person Signing



Signature

6/30/98

Date Signed

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**VICTOREEN, INC.**

VICTOREEN, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of Victoreen, Inc., by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for a written consent of the sole stockholder in lieu of a meeting under Section 228 of the General Corporation Law of the State of Delaware adopting such amendment. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing the **FIRST** Article thereof so that, as amended said Article shall be and read as follows:

"The name of the corporation (hereinafter called the "Corporation") is Old VIC Corp."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a written Consent of the Sole Stockholder was given, in accordance with Section 228 of the General Corporation Law of

the State of Delaware.

THIRD: \*That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on January 22, 1998.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by George D. O'Neill, its Chairman, this 20 th day of January, 1998.

VICTOREEN, INC.

By: George D. O'Neill  
George D. O'Neill, Chairman