

10-26-98

11-04-1998

FORM PTO-1594  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

1. Name of conveying party(ies):  
 Frances Meyer Acquisition, Inc.  
 a Delaware corp.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
 Name: Frances Meyer, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: c/o EOS Partners L.P.  
 320 Park Avenue  
 City New York State NY ZIP 10022

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 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                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: September 16, 1998

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

A. Trademark Application No.(s)  
 75-329955  
 75-329956

B. Trademark registration No.(s) 1334376

Additional numbers attached?  Yes  No

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

Name: Peter D. Murray, Esq.  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: Cooper & Dunham LLP  
1185 Avenue of the Americas  
 City: New York State: NY ZIP 10036

6. Total number of applications and registrations involved: 9

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

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 03-3125  
 (Attach duplicate copy of this page if paying by deposit account)

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.*

Peter D. Murray                      Peter D. Murray                      9/30/98  
 Name of Person Signing                      Signature                      Date

11/03/1998 JSHABAZZ 00000105 75329955

Total number of pages comprising cover sheet: 1

01 FL7481 40.00 OP  
 02 FL7482 No. 0651-0011 (exp. 4/94) 25.00 OP

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TRADEMARK  
 REEL: 1811 FRAME: 0107

APPENDIX A

Registrations:

<u>Mark</u>	<u>Reg. No.</u>
BANNERS BY THE YARD	1,334,376
CHARLIE COMPANY	1,870,504
" "	1,786,732
FRANCES MEYER	1,614,605
FRANCES MEYER GIFTWARE & DESIGN	1,182,075
FRANCES MEYER INC. (Stylized)	1,564,392
MY HANDS	2,116,841

Pending Applications:

<u>Mark</u>	<u>Serial No.</u>
MEMORIES TO KEEP! and Design	75-329,955
THE SCRAPBOOK LEADER	75-329,956

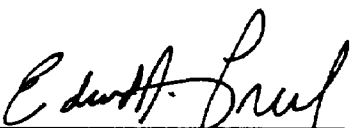
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 AMENDMENT OF "FRANCES MEYER ACQUISITION, INC.", CHANGING ITS NAME FROM "FRANCES MEYER ACQUISITION, INC." TO "FRANCES MEYER, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9312385

DATE: 09-21-98

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TRADEMARK  
REEL: 1811 FRAME: 0109

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**FRANCES MEYER ACQUISITION, INC.**

**FRANCES MEYER ACQUISITION, INC.**, a Delaware corporation (the "Corporation"), hereby certifies as follows:


1. The current name of the Corporation is "FRANCES MEYER ACQUISITION, INC." The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 28, 1998.

2. The Certificate of Incorporation of the Corporation is hereby amended (the "Amendment") by deleting, in its entirety, the current Article FIRST thereof and inserting in place thereof a new Article FIRST to read as follows:


"The name of the corporation (the "Corporation") is "FRANCES MEYER, INC."

3. The Amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware and the written consent of the stockholders of the Corporation to the Amendment was given in accordance with, and written notice of such stockholder action was given as provided in, Section 228 of the General Corporate law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation had caused this Certificate of Amendment of Certificate of Incorporation to be signed as of the 16<sup>th</sup> day of September, 1998, by its President, and attested by its Assistant Secretary, who hereby affirm and acknowledge, under penalties of perjury, that this Certificate is the act and deed of the Corporation and that the facts stated herein are true.

By:   
Name: Douglas R. Korn  
Title: President

ATTESTED:

By:   
Name: Faraz Daneshgar  
Title: Vice President