

11-17-1998



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TRADEMARKS ONLY
Attorney's Do. No. 5958-6

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re U.S. Trademark Registration No. 1,926,223
Issued: October 10, 1995

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

WRD
11-9-98

Please record the attached original document or copy thereof and return the recorded instrument to the undersigned.

1. Name of party(ies) conveying an interest: Cutlery Acquisition International, Inc.
585 South Santa Fe Avenue
Los Angeles, California 90013

Entity:

X Corporation-State of California

2. Name and address of party(ies) receiving an interest: Mehaz Worldwide, Inc.
585 South Santa Fe Avenue
Los Angeles, California 90013

Entity:

X Corporation-State of California

3. Description of the interest conveyed:
 Assignment X Change of Name Security Agreement Merger

Other:

4. Application number(s) or Trademark Reg. Nos. . Additional sheet attached? Yes No X

If this document is being filed together with a new application, the execution date of the new application is:

A. Trademark Application No. B. Trademark Reg. No. 1,926,223

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

MARGER JOHNSON & McCOLLOM, P.C.
1030 S.W. Morrison Street
Portland, Oregon 97205
Telephone: (503) 222-3613

6. Number of applications and trademarks involved: 1

7. Enclosed is our check for \$40.00.

8. Any deficiency or overpayment should be charged or credited to deposit account number 13-1703.

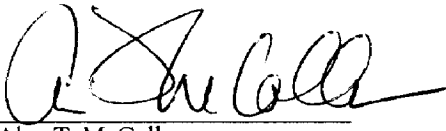
9. Date of execution of attached document: December 20, 1995

40.00 DP
11/16/1998 JWA/TKINS 00000031 1926223
FC:401

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: November 4, 1998

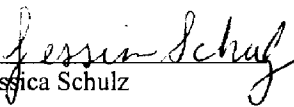
Respectfully submitted,

By 

Alan T. McCollom
Reg. No. 28,881

Total number of pages comprising cover sheet and attached assignment: 4

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Box Assignment, Commissioner of Patents and Trademarks, Washington D.C. 20231, on **November 4, 1998.**

Signature 
Jessica Schulz

State of California

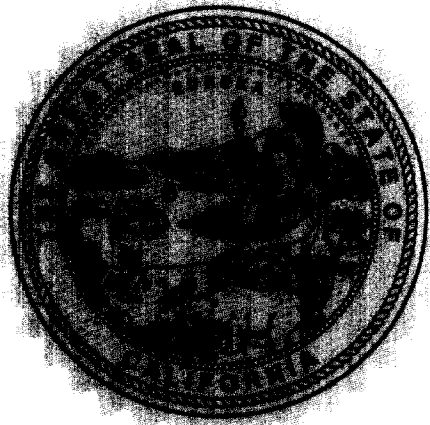


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAR 19 1998



Bill Jones

Secretary of State

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FILED *SV*
In the office of the Secretary of State
of the State of California

DEC 21 1995

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Bill Jones
BILL JONES, Secretary of State

Marc Spilo certifies that:

1. He is the president and the secretary of Cutlery Acquisition International, Inc., a California Corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:

"I.

The name of this corporation
is: Mehaz Worldwide, Inc."

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 100. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

The undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of the undersigned's own knowledge.

DATE: December 20, 1995

Marc Spilo

Marc Spilo, President

Marc Spilo

Marc Spilo, Secretary

BMA21479.L01

