



FORM PT (Rev. 6-93) 10-15-1998 OMB No. C U.S. Patent & TMO/c/TM Mail Rcpt Dt. #34

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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Tab settings

To the Honorable Commissioner of Patents and Trademarks

attached original documents or copy thereof.

1. Name of conveying party(ies): 10-15-98 Genesis Direct Twenty-Six, LLC

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Delaware limited liability company. Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance: Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: November 6, 1997

2. Name and address of receiving party(ies)

Name: Soccer Madness, LLC Internal Address: Street Address: 100 Plaza Drive City: Secaucus State: NJ ZIP: 07094

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Delaware limited liability company

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,868,433 1,876,536

Additional numbers attached? Yes No

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

Name: Robert A. Rosenberg, Esq. Internal Address: Willkie Farr & Gallagher Street Address: 787 Seventh Avenue City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 2

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

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

23-2405

(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.

Robert A. Rosenberg, Esq.

Name of Person Signing

Signature of Robert A. Rosenberg

Signature

10/15/98

Date

Total number of pages including cover sheet, attachments, and document: 12

Mail documents to be recorded with required cover sheet information to Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 1814 FRAME: 0150

State of Delaware

Office of the Secretary of State

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 "GENESIS DIRECT TWENTY-SIX, LLC", CHANGING ITS NAME FROM "GENESIS DIRECT TWENTY-SIX, LLC" TO "SOCCER MADNESS, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.



Edward J. Freel
 Secretary of State

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AUTH. 2000-10-10
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TRADEMARK
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**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
GENESIS DIRECT TWENTY-SIX, LLC**

Pursuant to Section 18-202 of the
Delaware Limited Liability Company Act

GENESIS DIRECT TWENTY-SIX, LLC, a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The name of the company is Genesis Direct Twenty-Six, LLC, (hereinafter the "Company").

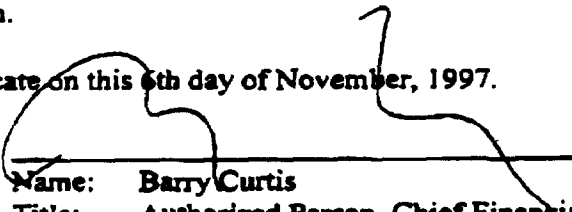
SECOND: That pursuant to a unanimous written consent of the members of the Company, resolutions were duly adopted setting forth a proposed amendment to the certificate of formation of the Company, declaring the such amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Paragraph FIRST of the Company's Certificate of Formation is hereby amended to read, in its entirety, as follows:

FIRST: The name of the company is Soccer Madness, LLC, (hereinafter the "Company").

THIRD: The actions taken by this certificate were unanimously approved by the members in a unanimous written consent of even date herewith.

IN WITNESS WHEREOF, I have signed this certificate on this 6th day of November, 1997.

By: 
Name: Barry Curtis
Title: Authorized Person, Chief Financial Officer, and Executive Vice President