



11-06-1998

CORDATION FORM COVER SHEET
TRADEMARKS ONLY



11-30-1998



100907070

To the Honorable Comr

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #22

record the attached original documents or copy t

1. Name of conveying party(ies): MED 11/06/98
 Sagian, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other _____
 Additional name(s) of conveying parties(ies) attached: Yes No

2. Name and address of receiving party(ies):
 Name: Saphire, Inc.
 Internal Address: _____
 Street Address: 5601 West 74th Street
 City: Indianapolis State: IN Zip: 46278
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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: November 27, 1996

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s):
1,454,026
 Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Doreen J. Gridley
 Internal Address: ICE MILLER DONADIO & RYAN
 Street Address: One American Square, Box 82001
 City: Indianapolis State: Indiana ZIP: 46282

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number: 09-0007
 (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.
DOREEN J. GRIDLEY Doreen J. Gridley 11/03/98
 Name of Person Signing Signature Date
 Total number of pages including cover sheet: 6

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

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

11/24/1998 SBURNS 00000001 1454026
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Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

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TRADEMARK
 REEL: 1820 FRAME: 0307

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

AMENDED

CERTIFICATE OF AUTHORITY

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office the Application for an Amended Certificate of Authority for:

SAGIAN, INC.

a foreign corporation incorporated under the laws of the state of Delaware, and said application has been prepared in accordance with the provisions of the Indiana Business Corporation Law, as amended.

The name of the corporation is amended as follows:

SAPPHIRE, INC.

NOW THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said application in this office.

The character of business, pursuant to its Articles of Incorporation or Association, which the Corporation is hereafter authorized to transact in Indiana, is as listed in its original Application for a Certificate of Authority, and any amendments thereto.

The effective date of this Amended Certificate of Authority is December 09, 1996.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Ninth day of December , 1996.



SUE ANNE GILROY, Secretary of State



Deputy

**ARTICLES OF AMENDMENT
OF THE
CERTIFICATE OF AUTHORITY
OF
SAGIAN, INC.**

APPROVED
AND
FILED
INDIANAPOLIS, INDIANA

Sagian, Inc. (the "Corporation"), existing pursuant to the Delaware General Corporation Law (the "Act"), desiring to give notice of corporate action amending certain provisions of its Certificate of Incorporation, sets forth the following facts:

ARTICLE I

AMENDMENT

Section 1. The date the Corporation received a Certificate of Authority to transact business in the State of Indiana was November 10, 1992.

Section 2. The name of the Corporation following this amendment is Sapphire, Inc.

ARTICLE II


MANNER OF ADOPTION AND VOTE

The Board of Directors and the shareholders of the Corporation entitled to vote with respect to the Articles of Amendment adopted the proposed amendment. The amendment was adopted by written consent of the Board of Directors executed on November 27, 1996 and signed by each of the directors. The amendment was then adopted by written consent of the shareholders dated November 27, 1996 and executed by the holders of all of the outstanding shares of the Corporation and thus all of the votes entitled to be cast on the amendment. The number of votes cast for the amendment by the shareholders was sufficient for approval.

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Certificate of Incorporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer executes these Articles of Amendment to the Certificate of Incorporation of the Corporation, and verifies subject to the penalties of perjury that the facts contained herein are true, this 27th day of November, 1996.

SAGIAN, INC.



By: Scott Atkin, President

This instrument was prepared by Bradley T. Gerstner, Attorney at Law, ICE MILLER DONADIO & RYAN, One American Square, Box 82001, Indianapolis, Indiana 46282-0002.

460110.1

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAPHIRE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2251602 8300

960356701

AUTHENTICATION:

8224976

DATE:

12-06-96

TRADEMARK
REEL: 1820 FRAME: 0311

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SAGIAN, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SAPPHIRE, INC.", THE SECOND DAY OF DECEMBER, A.D. 1996, AT 2:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2251602 8320

960356701

AUTHENTICATION: 8224977

DATE: 12-06-96

TRADEMARK
REEL: 1820 FRAME: 0312

**ICE
MILLER
DONADIO
& RYAN**



11-06-1998

U.S. Patent & TMOfc/TM Mail Ropt Dt. #22

November 3, 1998

WRITER'S DIRECT NUMBER: (317) 236-2472

internet:gridley@imdr.com

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on 11/03/98
(Date of Deposit)

Box Assignment - FEE
Assistant Commissioner
for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Janet L. Wilke

Printed or Typed Name of the Person Signing the Certificate

Janet L. Wilke
Signature

November 3, 1998

Date of Signature

Re: Recordation of Name Change
Registration No. 1,454,026
Registration Date: August 25, 1987
Mark: CAMILE
Our File No.: T00739-US-0

To Whom It May Concern:

Attached hereto is a Form PTO-1594, Recordation Cover Sheet for Trademarks together with a copy of the original document attesting to the name change of the owner from Sagian, Inc. to Sapphire, Inc. and approved and filed by the Indiana Secretary of State's Office and the State of Delaware Office of the Secretary of State. Also enclosed is a check in the amount of \$40.00 for recordation of the name change as applied to the above-identified registration.

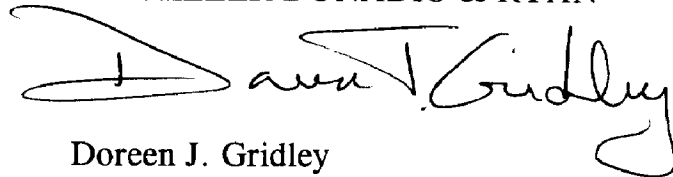
One American Square • Box 82001 • Indianapolis, Indiana 46282-0002
Telephone: (317) 236-2100 • Facsimile: (317) 236-2219
Indianapolis • Chicago • South Bend

**TRADEMARK
REEL: 1820 FRAME: 0313**

Please record the name change for the registration listed above. If there are any questions, please feel free to contact the undersigned.

Respectfully submitted,

ICE MILLER DONADIO & RYAN



Doreen J. Gridley
Attorney Registration No. 35,167
ICE MILLER DONADIO & RYAN
One American Square
Box 82001
Indianapolis, Indiana 46282-0002
Telephone: (317) 236-2469
Facsimile: (317) 236-2219

DJG/ckm

Enclosure: Articles of Amendment of the Certificate of Authority of Sagian, Inc.
Recordation Cover Sheet
Check in the amount of \$40.00
Postcard

cc: Mr. Dennis Dye

395007.1