

12-10-1998



U.S. Department of Commerce  
Patent and Trademark Office

*MAR 12-8-98*

100915853

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

1. Name of conveying party(ies):

Qwiz Acquisition Corporation

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

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

2. Name and Address of receiving party(ies)

Name: QWIZ, Inc.

Address: 745 Fifth Avenue  
New York, NY 10151

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: May 22, 1997

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  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s) 75/067,994

B. Trademark Registration No.(s);

2,186,433; 2,159,173; 1,577,565

Additional numbers attached?  Yes  No

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

David Sternbach, Esq.  
Cowan, Liebowitz & Latman, P.C.  
1133 Avenue of the Americas  
New York, NY 10036-6799

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)..... \$ 115.00

Enclosed

Any deficiency is authorized to be charged to  
Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

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02 FC:482 75.00 OP

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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.*

David Sternbach  
Name of Person Signing

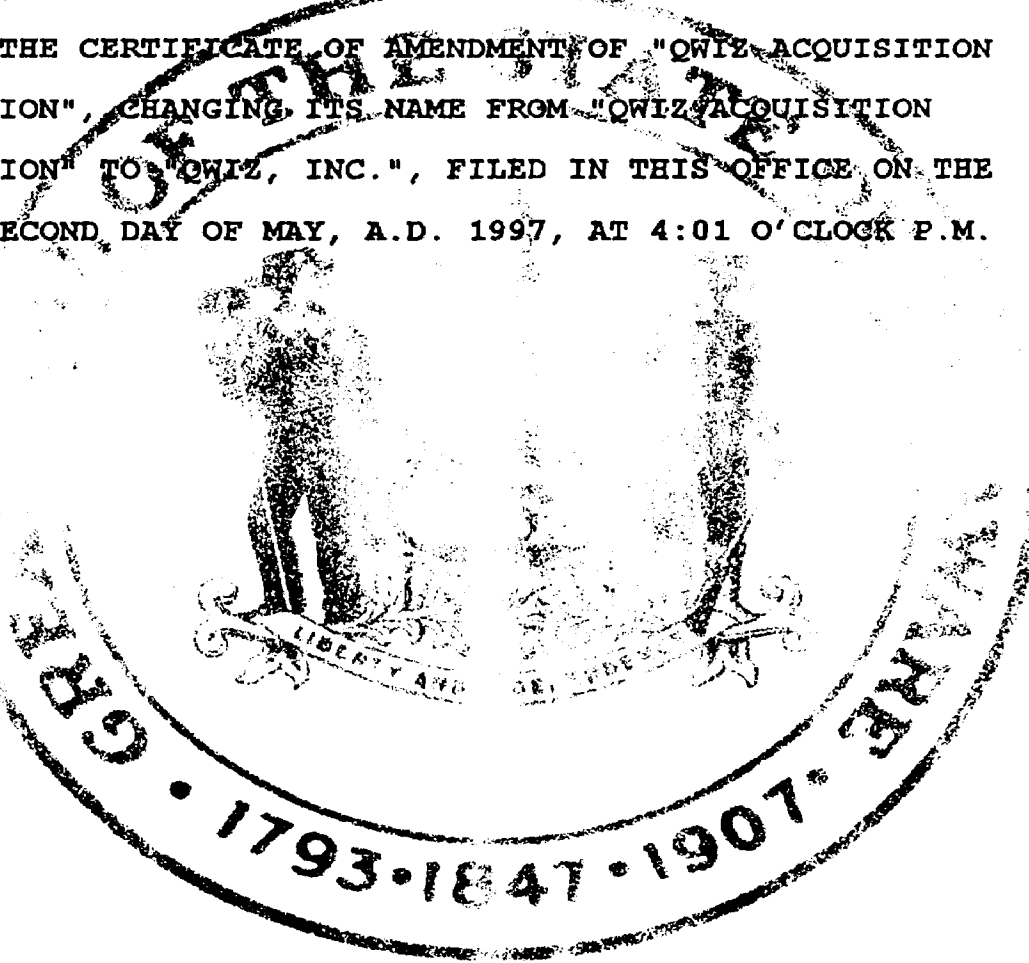
Signature

12/7/98  
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail to: U.S. Patent & Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington DC 20231

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 "QWIZ ACQUISITION CORPORATION", CHANGING ITS NAME FROM "QWIZ ACQUISITION CORPORATION" TO "QWIZ, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 1997, AT 4:01 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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971253921

AUTHENTICATION: 8592197  
DATE: 08-05-97

TRADEMARK  
REEL: 1824 FRAME: 0552

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
QWIZ ACQUISITION CORPORATION**

\*\*\*\*\*

**Pursuant to Section 242 of the General Corporation  
Law of the State of Delaware**

Qwiz Acquisition Corporation, a corporation organized and existing under and by virtue of the Delaware General Corporation Law (hereinafter called the "Corporation").

DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of the Corporation, by 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 proposing such amendment to the sole stockholder of the Corporation for such stockholder's consideration. The resolution setting forth the proposed amendment as follows:

**"RESOLVED**, that the Board of Directors hereby deems it advisable and in the best interests of the Corporation and its stockholders that the Certificate of Incorporation of the Corporation (the "Charter") be amended by deleting Article **FIRST** thereof in its entirety and by substituting, in lieu of said Article, the following new Article:

**'FIRST:** The name of the Corporation is Qwiz, Inc.; and

**RESOLVED**, that the foregoing amendment to the Charter be, and the same hereby is, approved and adopted, subject to the approval of such amendment by the sole stockholder of the Corporation; and further

**RESOLVED**, that the submission of the foregoing amendment for approval by the sole stockholder of the Corporation be, and the same hereby is, approved."

SECOND: That thereafter, by written consent filed with the minutes of the Corporation, the sole stockholder approved said amendment as adopted by the Board of Directors.

THIRD: That the above amendment was duly adopted in accordance with the provisions of Section 242 General Corporation law of the State of Delaware.

IN WITNESS WHEREOF, said Qwiz Acquisition Corporation has caused this certificate to be signed by Curtis A. Thompson, Vice President and attested by Beverly C. Chell, Secretary this 22nd day of May, 1997.

Qwiz Acquisition Corporation

By: Curtis A. Thompson  
Curtis A. Thompson  
Vice President

ATTEST:

By: Beverly C. Chell  
Beverly C. Chell  
Secretary

SCHEDULE A  
CHANGE OF NAME  
FROM  
QWIZ ACQUISITION CORPORATION  
TO  
QWIZ, INC. (a Delaware corporation)

Registrations

<u>Reg. No.</u>	<u>Mark</u>
2,186,433	Q & Design
2,159,173	QWIZED
1,577,565	QWIZ (Stylized)

Applications

<u>Serial No.</u>	<u>Mark</u>
75/067,994	QWIZTEK (Stylized)