

12-18-1998

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

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FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1827 FRAME: 0173

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/532287"/>	<input type="text" value="75/499951"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Ginabeth B. Hutchison

Name of Person Signing

Ginabeth B. Hutchison

Signature

12/10/98

Date Signed

State of New York }
Department of State }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

OCT 30 1998



A handwritten signature in cursive script, appearing to read "J. L. ...", is written over a horizontal line.

Special Deputy Secretary of State

DCS-1266 (5/96)

NO. 5111 P. 4

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CERTIFICATE OF AMENDMENT

OF

PIVOT RULES, INC.

Under Section 805 of the Business Corporation Law

JCC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 29 1998
TAMS
BY: *[Signature]*

FILED BY:

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
919 Third Avenue
New York, NY 10022

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
PIVOT RULES, INC.

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of the corporation, hereby certify:

FIRST: The name of the corporation is PIVOT RULES, INC. The name under which the corporation was formed is Pivot Corporation.

SECOND: The original Certificate of Incorporation of the corporation was filed by the Secretary of State of the State of New York on the 12th day of April, 1991. A Restated Certificate of Incorporation of the corporation was filed by the Secretary of State of the State of New York on the 15th day of May, 1997.

THIRD: The corporation wishes to amend the Certificate of Incorporation so as to change the name of the corporation to Bluefly, Inc.

FOURTH: To accomplish the foregoing amendment, Article FIRST of the Certificate of Incorporation of the corporation relating to the name of the corporation is hereby amended in its entirety to read as follows:

"FIRST: The name of the corporation is Bluefly, Inc."

FIFTH: The foregoing amendment to the Certificate of Incorporation of the corporation has been authorized by the affirmative vote of the Board of Directors of the corporation followed by a vote of the holders of a majority of all outstanding shares entitled to vote on an amendment to the Certificate of Incorporation at a meeting of shareholders.

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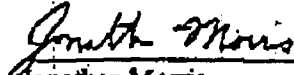
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IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 28th day of October, 1998.



E. Kenneth Seiff
President



Jonathan Morris
Secretary

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