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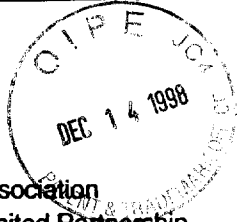
To the Honorable Commissioner of Patents and Trademarks: *Please return this form with original documents or copy thereof.*

1. Name of conveying party(ies):

IMA USA Inc.

- Individual(s)
 - General Partnership
 - Corporation-State
 - Other _____
- Association
 - Limited Partnership

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



2. Name and address of receiving party(ies)

Name: Amana USA Inc.

Internal Address: _____

Street Address: 141 Fifth Avenue, Suite 8
South

City: New York State: NY ZIP: 10010

- 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12-22-97

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,747,610

Additional numbers attached? Yes No

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

Name: Susan Neuberger Weller, Esq.

Internal Address: Roylance, Abrams, Berdo
& Goodman, L.L.P.

~~12/15/1998 JMWBAZZ 00000236 2747610~~

FC:481 40.00 OP

Street Address: 1225 Connecticut Avenue
Northwest, Suite 315

City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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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.

Susan Neuberger Weller
Name of Person Signing

Susan Weller
Signature

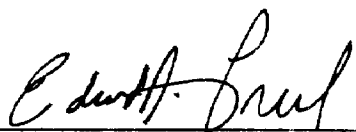
12-14-98
Date

Total number of pages including cover sheet, attachments, and document: 3

State of Delaware
Office of the Secretary of State PAGE 1

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 "IMA USA INC.", CHANGING ITS NAME FROM "IMA USA INC." TO "AMANA USA INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JANUARY, A.D. 1998, AT 4:30 O'CLOCK P.M.





Edward J. Freel, Secretary of State

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981444467

AUTHENTICATION: 9441485

DATE: 12-07-98

TRADEMARK
REEL: 1831 FRAME: 0531

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
IMA USA INC.**

IMA USA Inc., organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: that the Directors of the Corporation have adopted the following resolution, which resolution has been duly approved by the sole stockholder of the Corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended, effective April 1, 1998, by changing the first Article therein, so that, as amended, that Article shall read in its entirety as follows:

1. The name of this Corporation is: amana USA Inc.

SECOND: that this Certificate of Amendment of the Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

THIRD: that this Certificate of Amendment of the Certificate of Incorporation shall be effective April 1, 1998.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its President, on the 23 day of December, 1997.

IMA USA Inc.

By: 

Name: Hironobu Shindo

Title: President