

MRK 1-12-99



To the Honorable Commissioner of Patents and Trademarks

original document or copy thereof

1. Name of conveying party(ies):

100941940

Name and address of receiving party(ies):

Pilgrim America Group, Inc.

Name: Pilgrim Group, Inc.

- Individual(s)
- General Partnership
- Corporation - State of Delaware
- Other

- Association
- Limited Partnership

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

Internal Address: Two Renaissance Square
Suite 1200

Street Address: 40 North Central Avenue

City: Phoenix State: Arizona ZIP: 85004-4426

3. Nature of conveyance:

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State of Delaware
- Other

Execution Date: October 28, 1998

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) and address(es) attached? Yes No

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

A. Trademark Application No.(s)

N/A

B. Trademark Registration No(s)

1,417,701 1,420,417 2,124,693
2,124,989 2,128,813

Additional numbers attached? Yes No

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

Name: SNELL & WILMER L.L.P.

Internal Address: Attn: C.F. Hauff, Jr.

Street Address: One Arizona Center

400 East Van Buren

City: Phoenix State: AZ ZIP: 85004-0001

6. Total number of applications and registrations involved:

Five

7. Total fee (37 C.F.R. 3.41) \$ 140.00

- Enclosed - check no. S&W 272716
- Deficiency only authorized to be charged to deposit account

8. Deposit account number:

19-2814

01/12/1999 DNGUYEN 00000218 1417701

DO NOT USE THIS SPACE

01 FC:48 40.00 DP
02 FI:48 100.00 DP

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.

Charles F. Hauff, Jr., Reg. No. 33,244

Name of Person Signing

Signature

January 5, 1999

Date

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 "PILGRIM AMERICA GROUP, INC.", CHANGING ITS NAME FROM "PILGRIM AMERICA GROUP, INC." TO "PILGRIM GROUP, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

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981419154

AUTHENTICATION:

9381101

DATE:

10-30-98

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
PILGRIM AMERICA GROUP, INC.
(changed by this Amendment to
PILGRIM GROUP, INC.)

PILGRIM AMERICA GROUP, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors and the Sole Stockholder of the Corporation, by written consent executed in lieu of a joint meeting of directors and the sole stockholder, adopted a resolution setting forth an amendment to the Certificate of Incorporation of the Corporation. The resolution setting forth the amendment is as follows:

RESOLVED, that the Corporation shall amend Article 1 of its Certificate of Incorporation to read as follows:

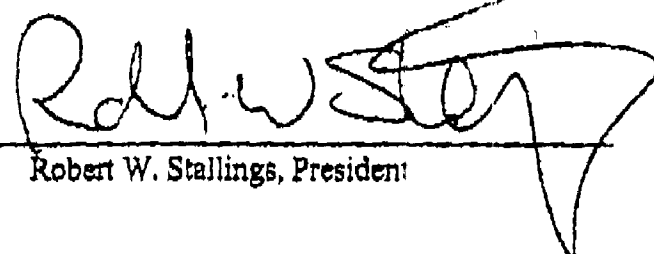
"1. Name. The name of the Corporation is Pilgrim Group, Inc."

SECOND: That the Corporation duly adopted the amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware

The Corporation has caused this Certificate to be executed by Robert W. Stallings, its President, and by James M. Hennessy, its Secretary, as of October 28, 1998.

PILGRIM AMERICA GROUP, INC

By



Robert W. Stallings, President

ATTEST



James M. Hennessy, Secretary

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