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COMM. DIV.

To the Honorable
Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Kaepa, Inc., a Texas corporation

2. Name and address of receiving party(ies):

In-Stride , Inc., a Texas corporation
10430 Grand Park
San Antonio, Texas 78239

3. Nature of conveyance: Change of Name

Execution Date: January 6, 1999

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

A. Trademark Application No.(s) 75/601,410

B. Trademark Registration No.(s)

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

Richard J. Smith
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
1900 Frost Bank Plaza
816 Congress Avenue
Austin, Texas 78701

6. Total number of applications and registrations involved: 1

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

Enclosed: \$40.00

8. Deposit Account Number: 01-0660

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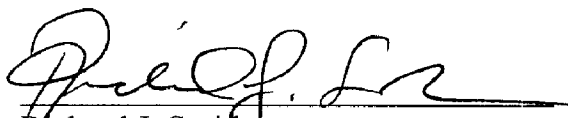
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TRADEMARK
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Please credit any overpayment to or deduct any deficiency from the above referenced Deposit Account.

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.


Richard J. Smith

March 7, 1999
Date

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

CERTIFICATE OF MAILING 37 C.F.R. 1.10	
I hereby certify that this correspondence is being deposited with the U.S. Postal Service as "Express Mail Post Office to Addressee" service under 37 CFR 1.10, mailing label number EJ057729658US addressed to the BOX ASSIGNMENTS, Commissioner for Patents and Trademarks, Washington, D.C. 20231, on the date below:	
<u>3-9-99</u> Date	<u>Stacey M. Jamail</u> Stacey M. Jamail



The State of Texas

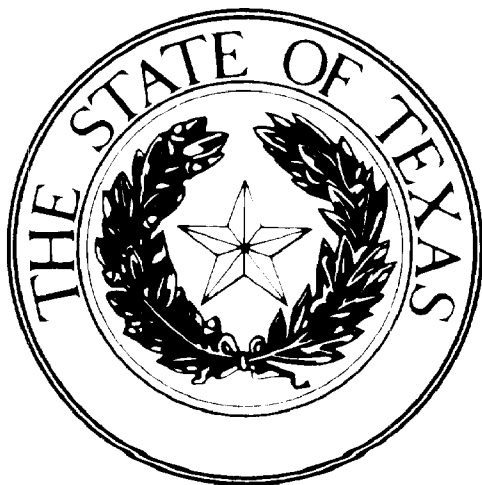
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

IN-STRIDE, INC.
Formerly: KAEPa, INC.
File No. 01484463-00

ARTICLES OF AMENDMENT

JANUARY 13, 1999



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on February 11, 1999.

Elton Bomer
Secretary of State

MAC

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FILED
In the Office of the
Secretary of State of Texas
JAN 13 1999
Corporations Section

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF KAEPA, INC.**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation is KAEPA, INC.

ARTICLE II

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on January 6, 1999:

RESOLVED, that Article One of the Articles of Incorporation of KAEPA, INC., be amended to read in its entirety as follows:

"ARTICLE ONE

The name of the corporation is IN-STRIDE, INC."

The amendment alters Article One of the original Articles of Incorporation and the full text of Article One as altered is as follows:

ARTICLE ONE

The name of the corporation is IN-STRIDE, INC.

ARTICLE III

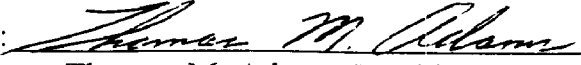
The number of shares of the corporation outstanding at the time of such adoption was 38,050 and the number of shares entitled to vote thereon was 38,050.

ARTICLE IV

A written consent adopting said amendment has been given by the shareholders of the Corporation pursuant to Article 9.10 of the Texas Business Corporation Act, and any written notice required by such Article 9.10 has been given.

DATED: January 6, 1999

KAEPA, INC.

By: 
Thomas M. Adams, President

S0031285.WPD:

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RECORDED: 03/10/1999

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