

06-11-1999



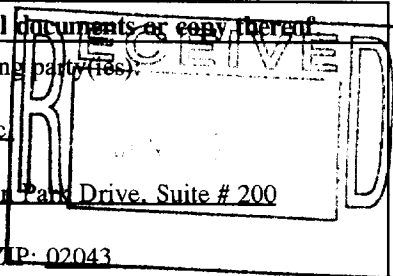
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U.S. Department of Commerce
Patent and Trademark Office

I the attached original documents or copy thereof

and address of receiving party(ies)



Name: The J. Jill Group, Inc.

Street Address: 25 Recreation Park Drive, Suite # 200

City: Hingham State: MA ZIP: 02043

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

WRD 6-7-99

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

To the Honorable Commissioner

1. Name of conveying party(ies):

DM Management Company

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

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

3. Nature of conveyance:

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

Execution Date: June 1, 1999

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

A. Trademark Application No.(s)
Please see attached schedule.

B. Trademark registration No.(s)

Please see attached schedule.

Additional numbers attached? Yes No

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

Name: Charles E. Weinstein, Esq.

Internal Address:

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 55

7. Total fee (37 CFR 3.41): \$1390

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1446

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

DO NOT USE THIS SPACE

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 E. Weinstein

Name of Person Signing

Signature

June 3, 1999

Date

06/11/1999 DNGUYEN 00000088 061446 75436143

Total number of pages comprising cover sheet: 8

01 FC:481 40.00 CH
02 FC:462 1390.00 CH

Application Number
75/436143
75/614525
75/614526
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Registration Number
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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 "DM MANAGEMENT COMPANY", CHANGING ITS NAME FROM "DM MANAGEMENT COMPANY" TO "THE J. JILL GROUP, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 1999, AT 11 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9776694

DATE: 06-01-99

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**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF DM MANAGEMENT COMPANY**

DM Management Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That by vote of the Board of Directors of said corporation at a meeting duly called and held resolutions were duly adopted proposing and declaring advisable that the Restated Certificate of Incorporation of said corporation be amended and that such amendment be submitted to the stockholders of the Corporation for their consideration, as follows:

RESOLVED: That the Board of Directors of this Corporation recommends and deems it advisable that the Restated Certificate of Incorporation of this Corporation be amended by deleting Article FIRST thereof in its entirety and substituting for said Article FIRST the new Article FIRST as follows:

"FIRST: The name of the Corporation shall be The J. Jill Group, Inc."

RESOLVED: That the aforesaid proposed amendment be submitted to the stockholders of the Corporation for their consideration; and

RESOLVED: That following the approval by the stockholders of the aforesaid amendment as required by law, the officers of this Corporation be, and they hereby are, and each of them hereby is, authorized and directed (i) to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Amendment setting forth the aforesaid amendment in the form approved by the stockholders and (ii) to take any and all other actions necessary, desirable or convenient to give effect to the aforesaid amendment or otherwise to carry out the purposes of the foregoing Resolutions.

SECOND: That thereafter, a meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute and the Restated Certificate of Incorporation of the Corporation were voted in favor of the amendment.

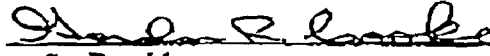
THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said DM Management Company has caused this certificate to be signed by Gordon R. Cooke, its President, and attested by David R. Pierson, its Secretary, this 1st day of June, 1999.

ATTEST:

By: 
Its Secretary

DM MANAGEMENT COMPANY

By: 
Its President
Gordon R. Cooke