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ial documents or copy thereof.

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iving party(ies):

1. Name of conveying party(ies):

The Ashley Stewart Group Ltd.
100 Metro Way
Secaucus, NJ 07094

Name: Urban Brands, Inc.

Internal Address: _____

Street Address: 100 Metro Way

City: Secaucus State: NJ ZIP: 07094

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

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

Other _____
Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- 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)

Execution Date: 11/12/98

Additional name(s) and address(es) attached? Yes No

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

A. Trademark Application No.(s)

See Attached Schedule

B. Trademark Registration No.(s)

See Attached Schedule

Additional numbers attached? Yes No

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

Name: Jocelyn G. Bolling

Internal Address: Dorsey & Whitney LLP

Suite 200

Street Address: 1330 Connecticut Avenue NW

City: Washington State DC ZIP: 20036

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41): \$ 365

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:
(For Any Deficiency) 04-1425

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

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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.

Jocelyn G. Bolling
Name of Person Signing

5-28-99
Date

Total number of pages comprising cover sheet: two

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TRADEMARK

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Mark	Serial No.	Registration No.
BODY & SOUL LINGERIE	75/207205	
BATH BODY & SOUL	75/309537	
BED BODY & SOUL	75/309539	
THE ESSENCE OF BODY & SOUL	75/309538	
100% KIDS	75/404764	2184264
100% KIDS	75/212521	2165349
ASHLEY STEWART	74/326589	2046868
GREAT WOMEN OF STYLE	75/374629	
100% BABY	75/374628	
MAHOGANY IMAGE	75/386429	
URBAN BRANDS	75/413469	
100% BOYS	75/457066	
100% GIRLS	75/457065	
SEXY ANYWHERE	75/534728	

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 "THE ASHLEY STEWART GROUP LTD.", CHANGING ITS NAME FROM "THE ASHLEY STEWART GROUP LTD." TO "URBAN BRANDS, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9767320

DATE: 05-26-99

TRADEMARK
REEL: 001910 FRAME: 0677

CERTIFICATE OF AMENDMENT

OF

THE ASHLEY STEWART GROUP LTD.

THE UNDERSIGNED, being the President of the corporation, hereby certifies as

follows:

FIRST: The name of the corporation is:

THE ASHLEY STEWART GROUP LTD.

SECOND: The corporation hereby amends its Certificate of Incorporation as

follows:

Paragraph **FIRST** of the Certificate of Incorporation, relating to the corporate title of the corporation, is hereby amended to read as follows:

"FIRST: The name of the corporation is:

URBAN BRANDS, INC."

THIRD: This Certificate of Amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 11th day of November 1998.



Joseph J. Sitt, President