

06-25-1999



To the Honorable Commissioner of Patents and Trademarks. Please record t

1. Name of conveying party(ies): Premium Tobacco Stores, Inc.

Individual(s) Association

General Partnership Limited Partnership

X Corporation-State: California

Other

Additional name(s) of conveying parties attached? Yes X No

2. 101078015

Name: CIGARETTES CHEAPER!

Internal Address:

Street Address: 605 Industrial Way

City: Benicia State: CA ZIP: 94510

Individual(s) citizenship

Association

General Partnership

Limited Partnership

X Corporation-State: California

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes X No

3. Nature of conveyance:

Assignment Merger

Security Agreement X Change of Name

Other:

Execution Date: April 29, 1999

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s): See attached list.

B. Trademark Registration No(s): See attached List.

Additional numbers attached? X Yes No

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

Name: Dirks B. Foster, Esq.
Townsend and Townsend and Crew LLP
Two Embarcadero Center, 8th Flr.
San Francisco, CA 94111-3834

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41):

Enclosed Charge Fees to Deposit Account

Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

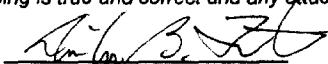
8. Deposit account number: 20-1430

(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 is true and correct and any attached copy is a true copy of the original document.

Dirks B. Foster  June 22, 1999

Name of Person Signing Signature Date

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

10. Change Correspondence Address to that of Part 5? Yes No

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
Box: Assignments
Washington, D.C. 20231

WR 17 6000-99
75/563791

Trademark Application Nos.:

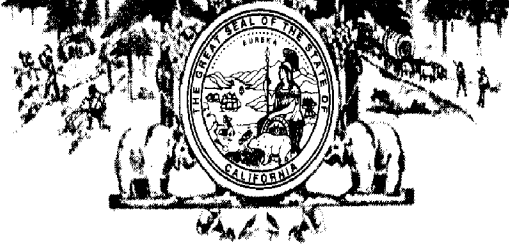
75/563791	-	CIGARETTES CHEAPER!	10/05/98
75/581238	-	BIG CHIEF	11/02/98

Trademark Registration Nos.:

2037993		CIGARETTES CHEAPER!	02/11/97
2165064		INDIAN HEAD DESIGN	06/16/98
2098476		CIGARETTE AFICIANDO	09/16/97
2087776		CAVEAT EMPTOR	08/12/97

1005597

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 08 1999



Bill Jones
Secretary of State

CERTIFICATE OF AMENDMENT
 OF
 ARTICLES OF INCORPORATION

MAY 14 1999

BILL JONES, SECRETARY OF STATE

MARK BALDWIN and MARILYN J. ROSCOE certify that:

1. They are the president and the secretary, respectively, of PREMIUM TOBACCO STORES, INC., a California corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:

"I

The name of this corporation is CIGARETTES CHEAPER!"

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 2,481.54. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: April 29, 1999

Mark Baldwin

MARK BALDWIN, President

Marilyn Roscoe

MARILYN J. ROSCOE, Secretary

