

7.14.99



To the Honorable Commissioner of

101091284

attached original documents or copy thereof.

1. Name of conveying party(ies):

A Different Light, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: April 8, 1999

2. Name and address of receiving party(ies)

Name: Illuminations.com, Inc.

Internal Address:

Street Address: 1995 South McDowell Boulevard

City: Petaluma State: CA ZIP: 94954

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

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

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

A. Trademark Application No.(s)

75/160,082	75/659,503
75/314,975	75/671,267
75/346,669	75/691,901
75/566,525	75/691,902

B. Trademark Registration No.(s)

2,165,202
2,216,858

Additional numbers attached? Yes No

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

Name: Mary Kathryn Lee

Internal Address: Steinhart & Falconer LLP

Street Address: 333 Market Street, #3200

San Francisco State: CA ZIP: 94105-2150

07/19/1999 DNGUYEN 00000079 194215 2165202

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4215

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

01 FC:481 40.00 CH
02 FC:482 225.00 CH

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.

Mary Kathryn Lee
Name of Person Signing

Mary Kathryn Lee
Signature

July 13, 1999
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001929 FRAME: 0213

JUL 14 1999

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 "A DIFFERENT LIGHT, INC.", CHANGING ITS NAME FROM "A DIFFERENT LIGHT, INC." TO "ILLUMINATIONS.COM, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 1999, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2595962 8100

991200652

AUTHENTICATION: 9755061

DATE: 05-20-99

TRADEMARK
REEL: 001929 FRAME: 0214

**CERTIFICATE OF AMENDMENT
OF
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
A DIFFERENT LIGHT, INC.**

Wallis D. Arnold and Michael Davis, being the duly elected and acting President and Secretary, respectively of A Different Light, Inc., a Delaware corporation (the "Corporation"), do hereby certify the following:

FIRST: The name of the Corporation is A Different Light, Inc. and the Corporation was originally incorporated on March 4, 1996;

SECOND: The Certificate of Incorporation was amended and restated on September 29, 1997;

THIRD: The Second Amended and Restated Certificate of Incorporation was filed by the Corporation on March 25, 1998; and

FOURTH: The following resolutions amending and restating the Corporation's Second Amended and Restated Certificate of Incorporation were approved by the Board of Directors at a duly noticed meeting, and were duly adopted by the written consent of the shareholders of the Corporation in accordance with the provisions of Section 228 of the General Corporation Law:

RESOLVED, that it is hereby declared advisable that the Second Amended and Restated Certificate of Incorporation be amended to change the name of the Corporation.

FURTHER RESOLVED, that the FIRST Article of the Second Amended and Restated Certificate of Incorporation be amended and restated in its entirety as follows:

"The name of this corporation is Illuminations.com, Inc."

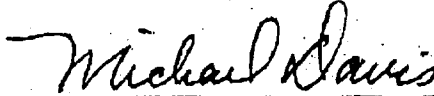
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 04/12/1999
991142111 - 2595962

IN WITNESS WHEREOF, A Different Light Inc., has caused this Certificate of Amendment to be signed by its President and Secretary this 8th day of April 1999:

A Different Light, Inc.



Wallis D. Arnold
President and Chief Executive Officer



Michael Davis
Secretary

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*** TOTAL PAGE. 04 ***