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08-11-1999

Docket No.:

73122.0004



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To the Honorable Commissioner of Patents

101114738

Attached original documents or copy thereof.

1. Name of conveying party(ies):
SPAR RETAIL AUDITS INC.

*MRD
8999*

- Individual(s)
- General Partnership
- Corporation-State Nevada
- Other _____

- Association
- Limited Partnership

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

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

Name: SPAR/Burgoyne, Inc.

Internal Address: _____

Street Address: 555 White Plains Road

City: Tarrytown State: NY ZIP: 10591

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Nevada

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

3. Nature of conveyance:

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

Execution Date: March 5, 1993

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,357,128	1,441,909
1,357,132	1,597,275
1,387,743	

Additional numbers attached? Yes No

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

Name: Karl M. Zielaznicki, Esq.

Internal Address: Parker Chapin Flattau & Klimpl, LLP

Street Address: 1211 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved:.....

5

7. Total fee (37 CFR 3.41):.....\$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

500-672

DO NOT USE THIS SPACE

08/10/1999 BCDATES 00000172 1357128

01 FC:481 40.00 OP

02 FC:482 100.00 OP

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.

Karl M. Zielaznicki

Name of Person Signing

[Handwritten Signature]

Signature

August 5, 1999

Date

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

4

FILING FEE: \$75.00
INVOICE #36666
PARKER, CHAPIN, FLATTAU, ET A
ATTN: ELYSE J. ANGELIO
1211 AVENUE OF THE AMERICAS
18th FLOOR
NEW YORK, NY 10036

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAR 24 1993

CHERYL A. JAM SECRETARY OF STATE

No. 3299-85

**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
SPAR RETAIL AUDITS INC.**

Pursuant to the unanimous written consent of the Board of Directors and shareholders of SPAR RETAIL AUDITS INC., a Nevada corporation (the "Corporation"), whose original Articles of Incorporation were filed on May 14, 1985, with the Secretary of State of the State of Nevada (the "Articles"), and pursuant to the provisions of Nevada Revised Statutes, Title 7, Chapter 78, the undersigned does hereby certify as follows:

FIRST: The name of the Corporation is SPAR RETAIL AUDITS INC.

SECOND: The Board of Directors of the Corporation duly adopted the following resolutions as of March 5, 1993:

RESOLVED, that it is advisable in the judgment of the Board of Directors that the Articles be, and hereby are, amended by the deletion of Article FIRST thereof and the insertion of the following new Article:

"FIRST: The name of the Corporation is SPAR/Burgoyne, Inc."

; and it is further

RESOLVED, that the Corporation be, and hereby is, authorized and directed: to prepare and submit to the shareholders of the Corporation, for their approval, the foregoing amendment to the Articles; and upon such approval, to prepare and file with the Secretary of State of the State of Nevada a Certificate of Amendment to the Articles reflecting the change so approved, and to prepare and file such related instruments and documents and to pay such fees and other amounts as may be necessary or appropriate to effect such amendment, all as shall be approved by an officer of the Corporation as hereinafter provided; and it is further

RESOLVED, that the Chairman, Chief Executive Officer, President, Senior Vice President, Treasurer, Secretary, Chief Financial Officer and other appropriate officers of the Corporation be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation to do and perform any and all such acts and things, and to sign or make such agreements, certificates, instruments, notices, requests, statements and other documents and communications, as each of them in his or her sole discretion may approve or deem necessary or desirable in order to carry out the intent or purposes of these Resolutions.

**STATE OF NEVADA
Secretary of State**

I hereby certify that this is a true and complete copy of the document as filed in this office.

MAY 10 '96

Dean Heller
**DEAN HELLER
Secretary of State**

BY *[Signature]*