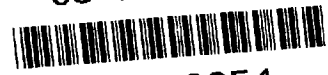
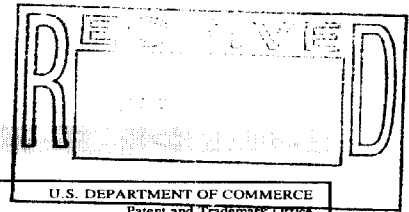


09-29-1999



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Form PTO-1595  
September 22, 1999

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Attorney Docket No.: 4162-0

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:  
Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <b>HMG In-Store Inc.</b></p> <p style="text-align: right; margin-right: 50px;"><i>MAD</i> <i>9-27-99</i></p> <p><input type="checkbox"/> Individuals(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation - New York  <input type="checkbox"/> Other</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <b>HMG Worldwide In-Store Marketing, Inc.</b></p> <p>Street Address: <b>475 Tenth Avenue</b></p> <p>City: <b>New York</b></p> <p>Country/State/Zip: <b>New York 10018</b></p> <p><input type="checkbox"/> Individual - Citizenship: _____  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation- Country/state <u>New York</u>  <input type="checkbox"/> Other _____</p> <p>Additional names and addresses attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>
<p>3. Nature of Conveyance</p> <p><input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: November 15, 1993</p>	

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

A. Trademark Application No.(s):	B. Trademark Registration No.(s): <b>867,546</b>
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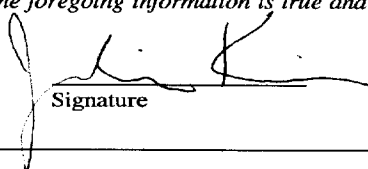
Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Julia S. Kim, Esq.</u></p> <p>Internal Address: <u>Cohen, Pontani, Lieberman &amp; Pavane</u></p> <p>Street Address: <u>551 Fifth Avenue, Suite 1210</u></p> <p>City: <u>New York</u>      State: <u>NY</u>      ZIP: <u>10176</u></p>	<p>6. Total number of applications and trademarks involved: <b>[1]</b></p> <hr/> <p>7. Total fee (37 C.F.R. 3.41) ..... \$ <b>40.00</b>  <input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <hr/> <p>8. Deposit account number: <u>03-2412</u>  <small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.*

<p><u>Julia S. Kim, Esq.</u> Name of Person Signing Reg. No. 36,567</p>	 Signature	<p><u>September 22, 1999</u> Date</p>
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OMB No. 0651-0011 (exp. 4/84)

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
IMG IN-STORE INC.

Under Section 805 of the  
Business Corporation Law

State of New York }  
Department of State } ss:

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

MAR 07 1994

*Neil J. Steffen*  
Secretary of State

DOS-200 (12/87)

TRADEMARK

REEL: 001960 FRAME: 0237

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UNI

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
HMG IN-STORE INC.

Under Section 805 of the  
Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of the corporation, hereby certify:

FIRST: The name of the corporation is:  
HMG IN-STORE INC.

SECOND: That the Certificate of Incorporation was filed by the Secretary of State of New York on the twenty-third day of June, 1976 under the original name of MARLBORO MARKETING, INC..

THIRD: That the amendment to the Certificate of Incorporation effected by this Certificate is 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:  
HMG WORLDWIDE IN-STORE MARKETING, INC."

FOURTH: That the amendment of the Certificate of Incorporation is authorized by the unanimous written consent of the holders of all the outstanding shares of the corporation entitled to vote. Said authorization being subsequent to the affirmative vote of the Board of Directors.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 15th day of November, 1993.

S/ANDREW WAHL \_\_\_\_\_  
Andrew Wahl - President

S/HERBERT F. KOZLOV \_\_\_\_\_  
Herbert F. Kozolv - Secretary.

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

OF

HMG IN-STORE INC.

Under Section 805 of the  
Business Corporation Law

Nov 16 10 40 AM '93

FILED

Nov 16 9 09 AM '93

RECEIVED

Parker Duryee Rosoff & Haft  
529 Fifth Avenue - 8th Floor  
New York, New York 10017

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED NOV 16 1993

TAX \$           

BY:           

*Norman*

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