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TO: 12-16-1999

id Trademarks: Please record the attached original document(s) or copy(ies).

Submission U.S. Patent & TMO/TM Mail Rcpt Dt. #31

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
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Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement
- Merger
- Change of Name Effective Date
Month Day Year
5/25/99
- Other _____

Conveying Party

___ Mark if additional names of conveying parties attached

Name Indivined B.V.

Execution Date
Month Day Year
5/18/99

Formerly _____

- Individual General Partnership Limited Partnership Corporation
- Association Other A Private Limited Liability Company
- Citizenship/State of Incorporation/Organization The Netherlands

Receiving Party

___ Mark if additional names of receiving parties attached

Name UDV Amsterdam B.V.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Kabelweg 37

Address (line 2) NL-1014 BA

Address (line 3) Amsterdam, The Netherlands

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization The Netherlands

12/28/1999 TTON11 00000031 2099259

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OP FC:481
OP FC:442

40.00 OP
100.00 OP

Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002004 FRAME: 0007

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Morgan, Lewis & Bockius LLP

Address (line 1) 1800 M Street, N.W.

Address (line 2) Washington, D.C. 20036

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number (202) 467-7526

Name Karen A. Butcher

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP, Attn: TMSU

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

Pages Enter the total number of pages of the attached conveyance document including any attachments.

7

Trademark Application Number(s) or Registration Number(s)

Trademark Application Number(s)

Registration Number(s)

2,099,259
2,156,930
2,199,571
1,067,481
1,067,477

Number of Properties Enter the total number of properties involved. # 5

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 140.00

Method of Payment: Enclosed

Deposit Account _____

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes No _____

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. Charges to deposit account are authorized, as indicated herein.

Karen A. Butcher

Name of Person Signing

Karen Butcher

Signature

12/16/99

Date Signed

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

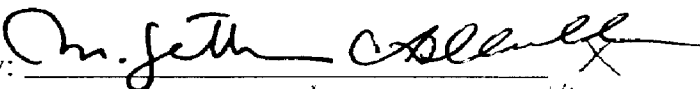
In re Trademark Registration of :
UDV Amsterdam B.V. :
Mark: METAXA :
Registration No.: 2,099,259 :
Registered: September 23, 1997 :
Our Ref: 46411-0096 _____ :

APPOINTMENT OF DOMESTIC REPRESENTATIVE

With respect to this registration, Registrant hereby appoints MICHAEL F. CLAYTON, JAMES R. SIMS III, RON N. DREBEN, BARBARA A. FRIEDMAN, CAROLE R. KLEIN, NANCY L. ROWE, KAREN A. BUTCHER, SHANA E. OMMAYA, BRETT I. MILLER, ANITA G. BLUMENTHAL, JASON I. HEWITT, MEREDITH A. CARLO, JULIE E. KOCH and ARMAND J. ZOTTOLA III, all of Morgan, Lewis & Bockius LLP, 1800 M Street, N.W., Washington, D.C. 20036, and GREGORY S. SHATAN, MAURA B. LEEDS, KERRY A. KRZYNOWEK, JEFFERY H. GREENE and IAN J. WARREN, all of Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, New York 10178-0060, as its domestic representative on whom may be served notices or process in proceedings affecting this registration.

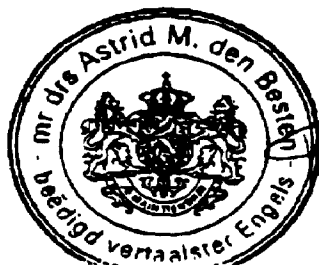
Signed this 6th day of DECEMBER, 1999.

UDV AMSTERDAM B.V.

By: 
Name: M.C.T.M. GEERICHHANSEN, A. MOLLIN'S
Title: DIRECTORS

Sworn translation

I, Astrid M. den Besten, a sworn translator for the English language, registered with the District Court of Utrecht, the Netherlands, declare this to be a full, true and faithful translation, executed to the best of my ability, of the attached Dutch original, which was submitted to me for translation and now bears my initials and my stamp.



Amsterdam, the Netherlands
11 October 1999

A handwritten signature in black ink, appearing to read "Astrid M. den Besten", written over a horizontal line.

The translator's liability for damage arising from or related to any translating errors shall be limited to the amount paid out under the translation agency's professional liability insurance.



[letter paper of the
AMSTERDAM CHAMBER OF COMMERCE]

Copy from the Trade Register

of the

CHAMBER OF COMMERCE

AND INDUSTRY FOR

AMSTERDAM

Of file number : (handwritten:) 33175486

Number of pages copied : (handwritten:) 2

Amsterdam, the Netherlands

(stamp:) 29 SEP. 1999

For the general manager:

(illegible signature or initials)

(stamp:) G. CETIN

AMSTERDAM OFFICE

DE RUYTERKADE 3, 1013 AA AMSTERDAM

POSTBUS 2852, 1000 CW AMSTERDAM

T (020) 531 40 00 F (020) 531 45 96

[stamp of the] LOEFF CLAEYS VERBEKE
Koninklijke Notariële Beroepsorganisatie]

[stamp:] CHAMBER OF COMMERCE AND INDUSTRY
FOR AMSTERDAM (initials)
[stamp:] 26 MAY 1999

[stamp:] 26 MAY 1999

JLFB/991.1.0979/vv
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AMENDMENT TO THE ARTICLES OF A PRIVATE LIMITED LIABILITY COMPANY

On the twenty-fifth of May, nineteen hundred and ninety-nine, there appeared before me, Johan Leopold Frank Bakker, a civil-law notary in Amsterdam, the Netherlands:

Ms Johanna Bernardina Maria van Rossum-Hermus, a deputy civil-law notary, domiciled in this matter at the offices of Loeff Claey's Verbeke, at Apollolaan 15 in (1077 AB) Amsterdam, born in Wamel, the Netherlands, on the fourteenth of April, nineteen hundred and seventy-one, identified on the basis of a passport bearing number N63776430, married.

The deponent declared as follows.

- The sole shareholder of INDIVINED B.V., a private limited liability company, having its registered office in Amsterdam and maintaining business premises at Kabelweg 37 in (1014 BA) Amsterdam (hereinafter to be referred to as "the Company"), resolved, on the seventeenth of May, nineteen hundred and ninety-nine:
 - to amend the Company's Articles in part, as set forth hereinafter;
 - to authorise her, the deponent, to have this deed of amendment to the Company's Articles executed.
- The Company's Articles were most recently amended and fully readopted by deed executed before J.L.F. Bakker, a civil-law notary practising in Amsterdam, on the eighteenth of May, nineteen hundred and ninety-eight, on the draft of which deed the ministerial statement of no objection was granted by decision dated the seventh of May, nineteen hundred and ninety-eight, under number B.V. 266.050.
- The Company's Articles have not been amended since.
- A copy of the shareholder's resolution of the Company, in which the decision to amend the Company's Articles as set forth hereinafter was adopted, has been attached to this deed.
- The ministerial statement of no objection was granted on the draft of this deed, as is evidenced by a statement attached to this deed dated the nineteenth of May, nineteen hundred and ninety-nine, number B.V. 266.050.

In implementation of the resolution referred to, the deponent declared that she amended the Company's Articles in part, so that:

Paragraph 1 of Article 1 (with the heading "Name and registered office") will read as follows.

1. The Company's name is:

UDV AMSTERDAM B.V.

Final declaration

Finally, the deponent declared that, at the time of execution of this deed of amendment to the Company's Articles, fifty thousand and three shares (50,003), with a nominal value of one thousand Dutch guilders (NLG 1,000) each, had been issued and fully paid up.

The deponent is known to me, the civil-law notary.

WITNESSETH THIS DEED,

an original copy of which was executed in Amsterdam, on the date first written above. Before proceeding to a full reading of this deed, the content of this deed was summarised for the deponent. She then declared that she had taken cognisance of its content and did not require a full reading thereof.

Immediately after a limited reading, this deed was signed by the deponent and me, the civil-law notary.

Signatures follow

ISSUED AS A COPY:

[signature]

[seal of J.L.F. Bakker, a civil-law notary in Amsterdam]



KAMER VAN KOOPHANDEL
AMSTERDAM

Afschrift uit het Handelsregister

van de

**KAMER VAN KOOPHANDEL
EN FABRIEKEN VOOR
AMSTERDAM**

Van dossiernummer : 33175486

Aantal gekopieerde pagina's : 2

Amsterdam, 29 SEP. 1999

Voor de algemeen directeur:

G. CETIN

- KANTOOR AMSTERDAM
DE RUYTERKADE 5, 1013 AA AMSTERDAM
POSTBUS 2852, 1000 CW AMSTERDAM
T (020) 531 40 00 F (020) 531 45 96



26 MEI 1999

26 MEI 1999

JLFB/991.1.0979/vv
M:/selviac/indivined/statwijz.parSTATUTENWIJZIGING BESLOTEN VENNOOTSCHAP

Op vijftieng mei negentienhonderdnegenennegentig is voor mij, Mr Johan Leopold Frank Bakker, notaris te Amsterdam, verschenen: _____

mevrouw Mr Johanna Bernardina Maria van Rossum-Hermus, kandidaat-notaris, te dezer zake met woonplaats ten kantore van Loeff Claey's Verbeke, Apollolaan 15, 1077 AB Amsterdam, geboren te Wamel op veertien april negentienhonderd één-enzeventig, geïdentificeerd aan de hand van paspoort met nummer N63776430, gehuwd _____

De comparante heeft het volgende verklaard: _____

- De enige aandeelhouder van de besloten vennootschap met beperkte aansprakelijkheid vennootschap: INDIVINED B.V., gevestigd te Amsterdam, kantoorhoudende te 1014 BA Amsterdam, Kabelweg 37 (hierna te noemen: de "vennootschap"), heeft op zeventien mei negentienhonderdnegenennegentig besloten: _____
 - de statuten van de vennootschap partieel te wijzigen, zoals hierna wordt vermeld; _____
 - haar, comparante, te machtigen tot het doen verlijden van deze akte van statutenwijziging. _____
- De statuten van de vennootschap zijn laatstelijk gewijzigd en geheel opnieuw vastgesteld bij akte, op achttien mei negentienhonderdachtennegentig voor Mr J.L.F. Bakker, notaris ter standplaats Amsterdam, verleden, op het concept van welke akte de ministeriële verklaring van geen bezwaren is verleend, bij beschikking onder nummer B.V. 266.050 de dato zeven mei negentienhonderdachtennegentig. _____
- De statuten van de vennootschap zijn nadien niet meer gewijzigd. _____
- Een exemplaar van het aandeelhoudersbesluit van de vennootschap, waarin tot de onderhavige statutenwijziging werd besloten, is aan deze akte gehecht. _____
- Op het ontwerp van deze akte is de ministeriële verklaring van geen bezwaren verleend, blijkens een aan deze akte gehechte verklaring de dato negentien mei negentienhonderdnegenennegentig, nummer B.V. 266.050. _____

Ter uitvoering van gemeld besluit heeft de comparant verklaard de statuten van de vennootschap partieel te wijzigen, zodat: _____



Lid 1 van Artikel 1 (met als opschrift: "Naam en zetel") komt te luiden als volgt: —

1. De vennootschap draagt de naam: _____
UDV AMSTERDAM B.V. _____

Slotverklaring _____

Tenslotte heeft de comparante verklaard, dat ten tijde van het passeren van deze akte van statutenwijziging vijftig duizend en drie aandelen (50.003), elk nominaal groot ééduizend gulden (NLG 1.000,—), zijn geplaatst en volgestort. _____

De comparante is mij, notaris, bekend. _____

WAARVAN AKTE,
in minuut verleden te Amsterdam, op de datum in het hoofd van deze akte vermeld.
Alvorens tot voorlezing is overgegaan, is de inhoud van deze akte zakelijk aan de comparante opgegeven. _____

Zij heeft daarna verklaard van de inhoud der akte kennis te hebben genomen en op volledige voorlezing daarvan geen prijs te stellen. _____

Onmiddellijk na beperkte voorlezing is deze akte door de comparante en mij, notaris, ondertekend. _____

Volgen handtekeningen

UITGEGEVEN VOOR AFSCHRIFT:

J. J. Bau