

MRD 12-10-99

01-05-2000



CASE NO. MANE-3,178

101236664

SERVICE MARKS

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

Martin Newsstands, Inc.
11325 Gemini Lane
Dallas, Texas 75229

Entity: A Texas Corporation

2. Name of receiving party(ies)

MagsNow, Inc.
11325 Gemini Lane
Dallas, Texas 75229

Entity: A Texas Corporation

OPR/FINANCE
DEC 10 PM 2:06

3. Nature of conveyance: Certificate of Change of Name

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

Additional sheet attached? [] Yes [X] No

A. Trademark Application No(s).

75/578,314

B. Registration No(s).

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

Roger C. Clapp, Esq.
14651 Dallas Parkway, Suite 102
Dallas, Texas 75240-7477

Telephone: 972/661-0102

Facsimile: 972/991-7744

6. Total number of applications and
registrations involved: One (1)

7. Total fee (37 C.F.R. 3.41) \$ 40.00

[X] Enclosed

[] Authorized to be charged
to Deposit Account

8. Deposit Account No.

9. Date of execution of document: November, 1999

10. 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.

Roger C. Clapp

Name of Person Signing

Signature

Date: 12/17/99

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

01/04/2000 NGUYEN 00000306 75578314

01 FC:481

40.00 DP



The State of Texas

SECRETARY OF STATE

**CERTIFICATE OF RESTATED ARTICLES
OF INCORPORATION
OF**

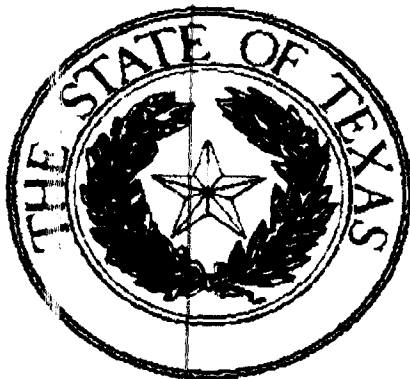
**MAGSNOW, INC.
FILE NO. 1505599-00**

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Restated Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Restated Articles of Incorporation.

Dated: November 4, 1999

Effective: November 4, 1999



Elton Bomer AH
Secretary of State

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARTIN NEWSSTANDS, INC.
(With Amendments)**

FILED
In the Office of the
Secretary of State of Tr
NOV 04 1999
Corporations Section

Pursuant to the provisions of the Texas Business Corporation Act, Martin Newsstands, Inc., a Texas corporation (the "Corporation"), hereby adopts these Restated Articles of Incorporation (the "Restated Articles"), which accurately reflect the original Articles of Incorporation and all amendments thereto that are in effect to date (collectively, the "Original Articles") and as further amended by such Restated Articles as hereinafter set forth and which contain no other change in any provision thereof.

ARTICLE I

The name of the Corporation is Martin Newsstands, Inc.

ARTICLE II

The Original Articles of the Corporation are amended by these Restated Articles as follows:

- (a) ARTICLE I is amended and restated in its entirety to read as set forth in ARTICLE I of the Restated Articles so as to change the name of the Corporation to MagsNow, Inc.
- (b) ARTICLE III is amended and restated in its entirety to amend the purposes of the Corporation.
- (c) ARTICLE IV is amended and restated in its entirety to read as set forth in ARTICLE IV of the Restated Articles to amend the authorized capital stock of the Corporation.
- (d) ARTICLE V is amended and restated in its entirety to read as set forth in ARTICLE V of the Restated Articles to proscribe preemptive rights of shareholders.
- (e) ARTICLE VI is amended and restated in its entirety to read as set forth in ARTICLE VI of the Restated Articles to provide for action by the shareholders without a meeting.
- (f) ARTICLE VII is amended and restated in its entirety to read as set forth in ARTICLE VII of the Restated Articles to provide for noncumulative voting.
- (g) ARTICLE VIII is amended and restated in its entirety to read as set forth in ARTICLE VIII of the Restated Articles to provide that business will not commence until the Corporation has received for the issuance of its shares consideration of \$1,000.
- (h) ARTICLE IX is hereby amended and restated in its entirety to read as set forth in ARTICLE IX of the Restated Articles to provide for the registered office and registered agent of the Corporation.

(i) ARTICLE X is hereby amended and restated in its entirety to read as set forth in ARTICLE X of the Restated Articles to provide for the directors of the Corporation.

(j) ARTICLE XI is hereby amended and restated in its entirety to read as set forth in ARTICLE XI of the Restated Articles to provide for indemnification of the directors and officers.

(k) ARTICLE XII is hereby amended and restated in its entirety to read as set forth in ARTICLE XII of the Restated Articles to provide for the limitation of directors liability.

(l) ARTICLE XIII is hereby added to provide for the limitation of shareholders liability.

ARTICLE III

Each such amendment and addition made by these Restated Articles has been effected in conformity with the provisions of the Texas Business Corporation Act, and these Restated Articles and each such amendment made by these Restated Articles were duly adopted and approved by the shareholders of the Corporation as of November 4, 1999.

ARTICLE IV

The number of shares of capital stock of the Corporation outstanding at the time of such adoption was 10,000 shares of Common Stock.

ARTICLE V

The holders of at least two-thirds of each class and series of the issued and outstanding shares of stock of the Corporation entitled to vote on the foregoing amendments, voting separately, approved and adopted such amendments by the totals shown herewith:

	<u>Voted For</u>	<u>Voted Against</u>	<u>Abstained</u>
Common Stock	10,000	-0-	-0-

ARTICLE VI

The Original Articles are hereby superseded by the following Restated Articles, which accurately copy the entire text thereof as amended as set forth above: