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OPR/FINANCE TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

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

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12231998

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- 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. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

01/24/2000 DCBATES 00000045 1556321

FOR OFFICE USE ONLY

01 FC:481 40.00 UF
02 FC:482 50.00 UF

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002011 FRAME: 0242

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1556321"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1539718"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1527525"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

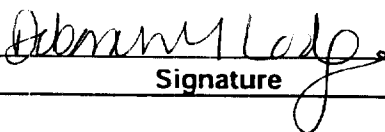
Deposit Account Number: #

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.

Deborah M. Lodge
Name of Person Signing


Signature

12-16-99
Date Signed

NOV. 17. 1999 3:06PM
DEC-28-1998 17:35
DEC-24-1998 12:43

AMES LEGAL, R. E. SHAL & MANGES
WEIL GOTSHAL & MANGES

1 212 NO. 361352 P. 2/3/04

1 212 310 8352 P. 02/02

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
ZAYRE CENTRAL CORP.**

THE UNDERSIGNED, being an authorized officer of Zayre Central Corp. (the "Corporation"), hereby certifies that:

FIRST: The name of the Corporation is Zayre Central Corp.

SECOND: The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on September 30th, 1966.

THIRD: The Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 22nd, 1992.

FOURTH: Article I of said Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

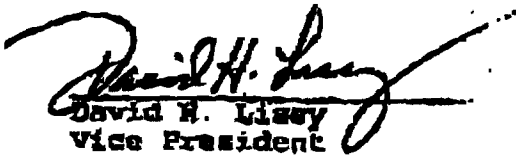
"ARTICLE I

Name

The name of the Corporation is Ames Merchandising Corporation (the "Corporation")."

FIFTH: The foregoing amendment of Article First has been adopted by the Directors of the Corporation, and approved by the sole Stockholder of the Corporation, in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, David H. Liszy has caused this Certificate of Amendment to be issued this 23 day of December, 1998.

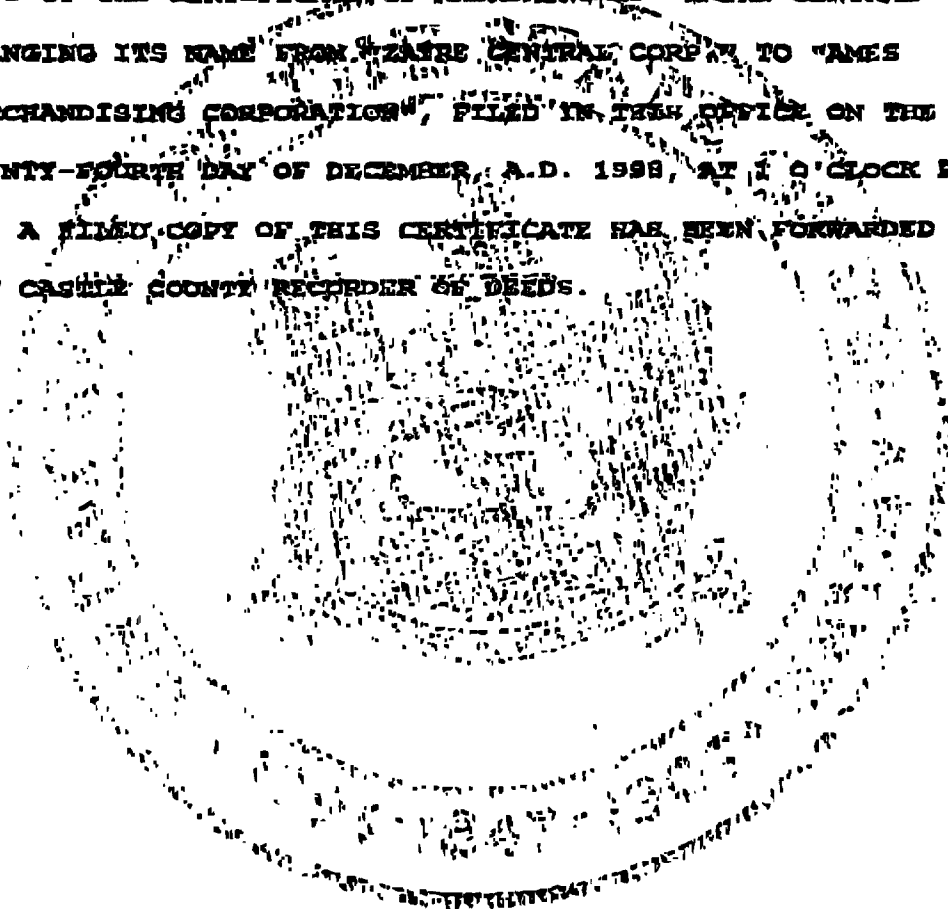

David H. Liszy
Vice President

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 "ZAYRE CENTRAL CORP.", CHANGING ITS NAME FROM "ZAYRE CENTRAL CORP." TO "AMES MERCHANDISING CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1998, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

0647524 8100

901501970

AUTHENTICATION:

9489675

DATE:

12-28-98