



01-03-2000

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U.S. DEPARTMENT OF COMMERCE  
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101251031

Original documents or copy thereof.  
of receiving party(ies):

To the honorable Commissioner of Patents and T

1. Name of conveying party(ies):  
Larry Ross Advertising, Inc.

- Individual(s).....
  - General Partnership.....
  - Corporation-State New York
  - Other
- Association
  - Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: August 13, 1997

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

A. Trademark Application Nos.(s)

B. Trademark registration No.(s) 1,927,027

Additional numbers attached?  Yes  No

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

Name: Avis Frazier-Thomas, Esq.

Internal Address: Legal C-5

Street Address: 220 West 1st Street

City: Los Angeles State: CA ZIP: 90012

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 20-1115

(Attach duplicate copy of this page if paying by deposit account)

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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.

Avis Frazier-Thomas  
Name of Person Signing

Avis Frazier-Thomas  
Signature

12-22-99  
Date

Total number of pages comprising cover sheet 3

Mail documents to be recorded with required cover sheet information to:  
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Washington, D.C. 20231

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
LARRY ROSS ADVERTISING, INC.

Under Section 805 of the Business Corporation Law

The undersigned certify that:

1. The name of the corporation is LARRY ROSS ADVERTISING, INC. The Certificate of Incorporation was filed with the Department of State on 1/21/83.
2. The paragraph FIRST of the Certificate of Incorporation of this corporation is amended to change the corporate name. Paragraph FIRST is amended to read as follows:  

**"FIRST: The name of the corporation is Marketeer, Inc."**
3. The foregoing amendment of the Certificate of Incorporation has been duly approved by the board of directors of the corporation.
4. The foregoing amendment of the Certificate of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 803 of the New York Business Corporation Law. The total number of outstanding shares of the corporation is 100. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage of the vote required was more than 50%.

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned, who affirm that the statements made herein are true under the penalties of perjury.

Date: August 13, 1997

Richard K. Roeder  
Richard K. Roeder, Vice President

W. Montague Yoff  
W. Montague Yoff, Secretary

LC972250.001/3

TOTAL P. 02

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CERTIFICATE OF AMENDMENT  
OF  
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OF  
LARRY ROSS ADVERTISING, INC.

Under Section 805 of the Business Corporation Law

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