

02-16-2000

78-00



COVER SHEET
ONLY

101268083

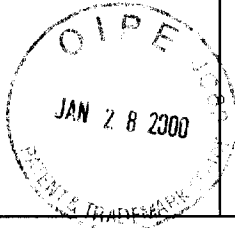
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

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

Conveyance Type

- Assignment License
- Security Agreement
- Merger Effective Date
Month Day Year
October 26, 1999
- Change of Name
- Other _____



Conveying Party

Mark if additional names of conveying parties attached

Name Centurion Capital Corporation
Formerly _____

Execution Date
Month Day Year
October 13, 1999

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

Receiving Party

Mark if additional names of receiving parties attached

Name Phoenix Capital Holdings, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 15233 Ventura Boulevard

Address (line 2) Suite 512

Address (line 3) Sherman Oaks, California 91403

- 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 Illinois

02/16/2000 DNGUYEN 00000025 75667957

FOR OFFICE USE ONLY

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

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

TRADEMARK
REEL: 002021 FRAME: 0692

Domestic Representative Name and Address Enter for the first Receiving Party only.

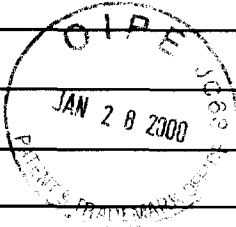
Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____



Correspondent Name and Address Area Code and Telephone Number (202) 467-7762

Name Jason I. Hewitt, Esq.

Address (line 1) Morgan, Lewis & Bockius LLP

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)
751667,957	1,739,199
	2,218,583

Number of Properties Enter the total number of properties involved. # 3

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 90.00

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.

Jason I. Hewitt Jason I. Hewitt 1/28/2000

Name of Person Signing Signature Date Signed



Return to:
Lexis Document Services
135 South LaSalle Street
Suite 2260
Chicago, IL 60603

2019383-4

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CENTURION CAPITAL CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 26TH day of OCTOBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



Jesse White
Secretary of State

Form **BCA-10.30**

ARTICLES OF AMENDMENT

(Rev. Jan. 1999)

File # 5371-433-1

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

FILED

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 10/26/99
Franchise Tax \$
Filing Fee* \$25.00
Penalty \$
Approved:

Remit payment in check or money order, payable to "Secretary of State."

OCT 26 1999

The filing fee for restated articles of amendment - \$100.00

JESSE WHITE
SECRETARY OF STATE

http://www.sos.state.il.us

1. CORPORATE NAME: Centurion Capital Corporation

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on October 13,
(Month & Day)

1999 in the manner indicated below. ("X" one box only)
(Year)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Notes 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

Phoenix Capital Holdings, Inc.

(NEW NAME)

EXPEDITED

OCT 26 1999

All changes other than name, include on page 2 (over)

SECRETARY OF STATE

TRADEMARK

REEL: 002021 FRAME: 0695

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If it is not sufficient space to do so, add one or more sheets of this size.)*

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares or a reduction of the number of authorized shares of any class below the number of issued shares of that class provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No Change.

09019893

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No Change.

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

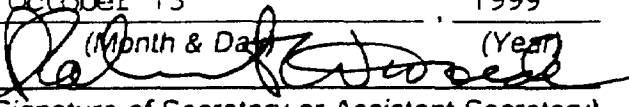
No Change.

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

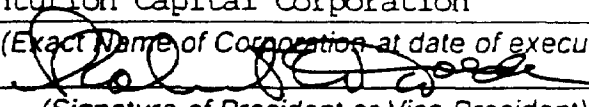
(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms under penalties of perjury, that the facts stated herein are true.

Dated October 13, 1999
 (Month & Day) (Year)

attested by 
 (Signature of Secretary or Assistant Secretary)
 Robert W. Doede - Secretary
 (Type or Print Name and Title)

Centurion Capital Corporation
 (Exact Name of Corporation at date of execution)

by 
 (Signature of President or Vice President)
 Robert W. Doede - President
 (Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of directors or such directors as may be designated by the board, must sign below, and type or print name and title

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, _____
 (Month & Day) (Year)

Schedule A

MARK

SERIAL NO.

Chess Knight Design

75/667,957

MARK

REGISTRATION NO.

CENTURION

2,218,583

STRATEGIC DEFENSIVE INVESTING

1,739,199