

3.3.00

04-14-2000



TRADEMARKS ONLY

TRADEMARKS ONLY

To the Honorab.

101319330

1 Trademarks:

Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest

HG Acquisition Corp

Entity:

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation State Illinois
- Other _____

Additional name(s) of conveying party(ies) attached

yes no

2. Name and Address of Party(ies) receiving an interest

Name: The Hume Group, Inc.
 Internal Address: c/o American Marketing Systems, Inc.
 Street Address: 6951 High Grove Blvd.
 City: Burr Ridge
 State/Zip: IL 60521

Entity:

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation State Illinois
- Other _____

Citizenship _____

If not domiciled in the United States, a domestic representation designation is attached

yes no

(the attached document must not be an assignment)
Additional name(s) and addresses attached:

3. Description of the interest conveyed

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

Date of execution of attached document: January 1, 1999

4. Application number(s) or registration number(s). Additional sheet attached?

yes no

A. Trademark Application No(s): (see attached sheet)

B. Trademark Registration No.(s): 1,599,513
(see attached sheet)

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

Name: William E. Doran, Sachnoff & Weaver, Ltd.
 Address: 30 South Wacker Drive, Suite 2900
 City: Chicago.
 State/Zip: Illinois 60606

6. Number of applications and registrations involved: 1

- 7. The \$40.00 filing fee is enclosed.
- 8. Please charge the \$_____ filing fee to Deposit Account No. _____
- 9. Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 19-0011

DO NOT USE THIS SPACE

10. 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

William E. Doran
Name of Person Signing

Signature

March 1, 2000
Date

Total number of pages comprising coversheet:

04/13/2000 DMGUYEN 00000262 1599513

01 FC:481 40.00 OP

205556/0001/204020/Version #: 3

TRADEMARK
REEL: 002050 FRAME: 0229

(Rev. Jan. 1999)

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

Remit payment in check or money order, payable to "Secretary of State."
The filing fee for restated articles of amendment - \$100.00
<http://www.sos.state.il.us>

FILED
DEC 10 1999
JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by Secretary of State

Date 12-10-99
Franchise Tax \$
Filing Fee* \$25.00
Penalty \$
Approved

1. CORPORATE NAME: HG Acquisition Corp. (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on January 1,
1999 in the manner indicated below. ("X" one box only)
(Year) (Month & Day)

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 duly 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 not 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 & 5)

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:

The Hume Group, Inc.
(NEW NAME)

EXPEDITED

DEC 10 1999

SECRETARY OF STATE

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

Text of Amendment

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

Article 4 of the Articles of Incorporation of the Corporation is hereby amended to add the following class of stock:

<u>Class</u>	<u>Par Value</u>	<u>Number of Shares Authorized</u>
Non-Voting Common	No	10,000

All other portions of the Articles of Incorporation will remain unchanged

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

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 <u>Dec 7</u> , 1999 <small>(Month & Day) (Year)</small> attested by <u><i>Donald R. Strumillo</i></u> <small>(Signature of Secretary or Assistant Secretary)</small> Donald R. Strumillo, Secretary <small>(Type or Print Name and Title)</small>	by	<u>HG Acquisition Corp.</u> <small>(Exact Name of Corporation at date of execution)</small> <u><i>Mark S. Holecek</i></u> <small>(Signature of President or Vice President)</small> Mark S. Holecek, President <small>(Type or Print Name and Title)</small>
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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 the 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)

File Number 6011-622-9

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
HG ACQUISITION CORP.
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, George H. Ryan, 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 4TH day of SEPTEMBER A.D. 19 98 and of the Independence of the United States the two hundred and 23RD.



George H. Ryan

Secretary of State

C2122

Form **BCA-2.10** | **ARTICLES OF INCORPORATION**

(Rev. Jan. 1991)
George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State
FILED
SEP 4 1998

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by Secretary of State
Date: 9-4-98
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Approved: [Signature]

1. CORPORATE NAME: HC Acquisition Corp. **PAID**
SEP 04 1998

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Mark S. Holecek
First Name Middle Initial Last name
Initial Registered Office: 6951 High Grove Blvd.
Number Street Suite #
Burr Ridge IL 60521 DuPage
City Zip Code County

3. Purpose or purposes for which the corporation is organized:
(If not sufficient space to cover this point, add one or more sheets of this size.)
411
To transact any and all lawful activities for which corporations may be incorporated under the Illinois Business Corporation Act of 1983, as amended.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ No	1,000	1,000	\$ 1,000.00
TOTAL = \$ 1,000.00				

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
(If not sufficient space to cover this point, add one or more sheets of this size.)

EXPEDITED
SEP 4 1998
SECRETARY OF STATE

6011-622-9

(over)

ARTICLE SEVEN**7.1 Directors Liability**

The personal liability of the directors of the corporation hereby is eliminated to the fullest extent permitted under the Illinois Business Corporation Act of 1983, as amended.

7.2 Restriction on Cumulative Voting

Cumulative voting of shares of stock of the corporation shall not be allowed under any circumstances.

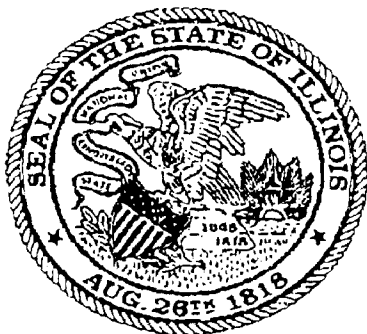
888002/0001/51420/Version # 1.1

File Number 6011-622-9

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
HG ACQUISITION CORP.
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, George H. Ryan, 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 8TH day of OCTOBER A.D. 19 98 and of the Independence of the United States the two hundred and 23RD .

George H Ryan

Secretary of State

C2122

Form **BCA-10.30**

ARTICLES OF AMENDMENT

File # **6011-622-9**

(Rev. Jan. 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

FILED

OCT 8 1998

PAID

OCT 08 1998

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **10-08-98**

Franchise Tax \$

Filing Fee \$ **25.00**

Penalty \$

Approved: **MR**

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

*The filing fee for articles of
amendment - \$25.00

1. CORPORATE NAME: HG Acquisition Corp.

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on September 30
19 98 in the manner indicated below. ("X" one box only)

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 duly 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 not 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 & 5)

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 1: The name of the corporation is:

EXPEDITED

(NEW NAME)

OCT 8 1998

All changes other than name, include on page 2 **SECRETARY OF STATE**
(over)

Text of Amendment

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

"That Article Four of the Articles of Incorporation of the Corporation shall be amended to provide that the number of shares of stock that the Corporation shall have authority to issue shall be 100,000 shares of common stock, no par value."

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 affected by this amendment, is as follows: (If not applicable, insert "No change")

No change

(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 **BLACKINK**.)

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	<u>September 30</u>	, 19	<u>98</u>	by	<u>BC Acquisition Corp.</u>
					(Exact Name of Corporation at date of execution)
attested by	<u><i>Donald R. Strumillo</i></u>			by	<u><i>Mark S. Holecek</i></u>
	(Signature of Secretary or Assistant Secretary)				(Signature of President or Vice President)
	<u>Donald R. Strumillo, Secretary</u>				<u>Mark S. Holecek, President</u>
	(Type or Print Name and Title)				(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 the 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 _____, 19 _____

NOTES and INSTRUCTIONS

- NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:
- to remove the names and addresses of directors named in the articles of Incorporation;
 - to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
 - to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected;
 - to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
 - to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
 - to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
 - to restate the articles of Incorporation as currently amended. (§ 10.15)
- NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.
- Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).
- The articles of Incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

C-173.9

COPY

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
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 10TH day of DECEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH .



Jesse White

Secretary of State

EXPEDITED
SECRETARY OF STATE

APR 26 1999

EXP. FEES 25.00
COPY - CERT. 10.00

STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and correct copy, consisting of nine pages, as taken from the original on file in this office.



Jesse White

JESSE WHITE
SECRETARY OF STATE

DATED: April 26, 1999

BY: Julie Blakeman