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FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

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OPR/FINANCE

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To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Pod X Corp.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership            <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State - Delaware  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement            <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: March 1, 1999</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Gravis Footwear, Inc.  Internal Address: 80 Industrial Parkway  Street Address:  Burlington, Vermont 05401</p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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4. Application number(s) or registration number(s):	
A. Trademark Application No.(s) 75/520517 and 75/564041	B. Trademark Registration No.(s)
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: <b>Douglas R. Wolf</b>  Address: <b>WOLF, GREENFIELD &amp; SACKS, P.C.</b>  <b>Federal Reserve Plaza</b>  <b>600 Atlantic Avenue</b>  <b>Boston, MA 02210</b></p>	<p>6. Total number of applications and registrations involved:..... [ 2 ]</p> <p>7. Total fee (37 CFR 3.41).....\$ 65  <input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account  The Commissioner is authorized to charge:</p> <p>8. Deposit Account No: 23/2825</p>
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02 FC:482 25.00 (P)

DO NOT USE THIS SPACE

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.	
Douglas R. Wolf	March 9, 2000
_____ Name of Person Signing	_____ Signature
_____ Date	
Total number of pages including cover sheet, attachments, and document: [ 4 ]	

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



*STATE OF VERMONT*

*OFFICE OF SECRETARY OF STATE*

*I, Deborah L. Markowitz, Secretary of State of the State of Vermont, hereby certify that*

*the amended certificate of authority for*

*Pod X Corp.*

*changing its corporate name to*

*Gravis Footwear, Inc.*

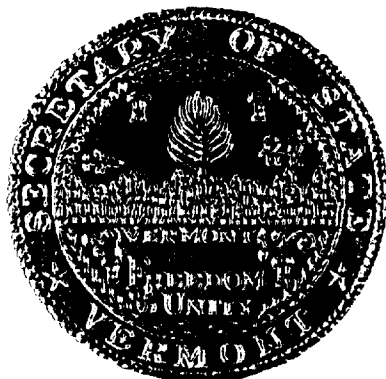
*was filed for record in this office as of March 10, 1999*

*March 10, 1999*

*Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital*

A handwritten signature in cursive script, appearing to read "Deborah L. Markowitz".

*Deborah L. Markowitz  
Secretary of State*



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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAVIS FOOTWEAR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MARCH, A.D. 1999.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9613300

991083007

DATE: 03-05-99

**TRADEMARK**  
**REEL: 002055 FRAME: 0054**

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

Pod X Corp.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

**DOES HEREBY CERTIFY:**

**FIRST:** That at a meeting of the Board of Directors of Pod X Corp.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of the corporation (hereinafter referred to as the "corporation") is: Gravis Footwear, Inc.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

**IN WITNESS WHEREOF**, said Pod X Corp.

has caused this certificate to be signed by

Dennis Jenson, an Authorized Officer,

this 1<sup>st</sup> day of March 1999

By:   
Authorized Officer

Title: President

,, Dennis Jenson