

04-27-2000

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the attached original documents or copy thereof.

address of receiving party(ies):

To the Honorable Commissioner of

1. Name of conveying party(ies):

American Protection Industries, Inc.

Name: Roll International Corporation

Internal Address:

Street Address: 11444 W. Olympic Blvd., 10th Floor

City: Los Angeles State: CA ZIP: 90064

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

Additional names(s) of conveying party(ies)  Yes  No

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

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

Execution Date: December 14, 1992

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

875,799

Additional numbers  Yes  No

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

Name: PRETTY, SCHROEDER & POPLAWSKI

Internal Address: Anne Wang, Esq.

Street Address: 444 S. Flower Street, 19th Floor

City: Los Angeles State: CA ZIP: 90071

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:

16-2460

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.

Anne Wang

Name of Person Signing

Anne Wang

Signature

11/16/1999

Date

Total number of pages including cover sheet, attachments, and

Office of the Secretary of State

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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 "AMERICAN PROTECTION INDUSTRIES, INC.", CHANGING ITS NAME FROM "AMERICAN PROTECTION INDUSTRIES, INC." TO "ROLL INTERNATIONAL CORPORATION", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 1992, AT 9:01 O'CLOCK A.M.



A handwritten signature in black ink, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

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971081734

AUTHENTICATION: 8419753  
04-15-97

DATE:

TRADEMARK  
REEL: 002060 FRAME: 0286

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
AMERICAN PROTECTION INDUSTRIES, INC.**

American Protection Industries, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") hereby certifies as follows:

1. That the Board of Directors of the Corporation, by unanimous written consent, in accordance with the provisions of Section 141 of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that, effective January 1, 1993, the Certificate of Incorporation of American Protection Industries, Inc. be amended by changing Article First so that, as amended, said Article First shall be and read as follows:

**"FIRST:** The name of the Corporation is Roll International Corporation."


2. That in lieu of a meeting and vote of the stockholder, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.


RO680-1

IN WITNESS WHEREOF, American Protection Industries, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be executed in its corporate name this 14th day of December, 1992.

AMERICAN PROTECTION INDUSTRIES, INC.

By:   
Neil R. Bersch, Senior Vice President

ATTEST:

  
Wendi D. Jones, Assistant Secretary

RO680-2

TRADEMARK  
REEL: 002060 FRAME: 0288

# ASSIGNMENT OF REGISTERED TRADEMARK

WHEREAS, Bayside Prospect & Company, Inc. ("Prospect") located and doing business at 250 West 39<sup>th</sup> Street, Suite 1500, New York, NY 10018 had adopted, used and is using a trademark which is registered in the United States Patent and Trademark Office under registration #1326054 and #1671795, respectively dated March 19, 1985 and January 14, 1992, for the trademark COMPOSITIONS; and

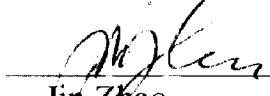
WHEREAS, Allison Olivier, Inc. ("Allison"), a New York corporation, located and doing business at 250 West 39<sup>th</sup> Street, Suite 1500, New York, NY 10018, has agreed to acquire said trademark and the registration thereof;

Now, Therefore, in consideration of and in exchange for the sum of Five thousand and 00/xx dollars (\$5,000.00) and other good and valuable consideration, receipt of which is hereby acknowledged, Prospect does hereby assign unto Allison all rights, title and interest, if any, in and to the trademark and the said registration, together with the good will of the business symbolized by the trademark.

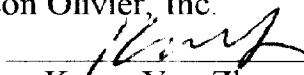
Dated as of June 10, 1999

AGREED AND CONSENTED -

Bayside Prospect & Co., Inc.

By:   
\_\_\_\_\_  
Jin Zhao  
Vice President

Allison Olivier, Inc.

By:   
\_\_\_\_\_  
Karen Yan Zhao  
President/Chief Executive Officer