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05-04-2000



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

04-11-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

Office of Patents

101345421

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Diplomat Corporation

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

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

2. Name and address of receiving party(ies):

Name: Diplomat Direct Marketing Corporation

Internal Address: _____

Street Address: 25 Kay Fries Drive

City: Stony Point State: NY ZIP: 10980

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: May 20, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,006,575
2,174,108
2,174,107

Additional numbers attached? Yes No

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

Name: Deborah A. Wing

Internal Address: Katten Muchin Zavis

Suite 1600

Street Address: 525 West Monroe Street

City: Chicago State: IL ZIP: 60661-3693

6. Total number of applications and registrations involved: _____

3

7. Total fee (37 CFR 3.41):..... \$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

05/03/2000 DC04TES 0000022 200575

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
50.00 DP

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.

Deborah A. Wing
Name of Person Signing

[Signature]
Signature

4/11/00
Date

Total number of pages comprising cover sheet: _____

1

TRADEMARK

REEL: 002065 FRAME: 0340

Office of the Secretary of State

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 "DIPLOMAT CORPORATION", CHANGING ITS NAME FROM "DIPLOMAT CORPORATION" TO "DIPLOMAT DIRECT MARKETING CORPORATION", FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 1998, AT 10:30 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2341226 8100
001174524

AUTHENTICATION: 0363210
DATE: 04-05-00

TRADEMARK
REEL: 002065 FRAME: 0341

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
DIPLOMAT CORPORATION**

DIPLOMAT CORPORATION, a corporation organized and existing under the laws of the State of Delaware, (the "Corporation") hereby certifies as follows:

FIRST: This Certificate of Amendment of the Certificate of Incorporation amends the Certificate of Incorporation, as amended, by (i) changing the name of the corporation to Diplomat Direct Marketing Corporation, and (ii) increasing the maximum number of authorized directors to seven. The text of Section 1 and Section 5 of the Certification of Incorporation, as amended, hereby reads as follows:

1. **Name.** The name of the corporation is Diplomat Direct Marketing Corporation (the "Corporation").

5. **Management of Business.** The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders.

5.1 **By-Laws.** The original By-Laws of the Corporation shall be adopted by the sole incorporator. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

5.2 **Number and Election of Directors.** The number of its directors shall not be less than three or more than seven. Directors need not be stockholders.

SECOND: The foregoing amendment to the Certificate of Incorporation, as amended, was duly adopted by the unanimous written consent of the board of directors of the Corporation on April 6, 1998, and adopted and approved by the holders of a majority of the corporation's outstanding stock entitled to vote thereon on May 19, 1998.

THIRD: The foregoing amendment to the Certificate of Incorporation, as amended, was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Amendment of the Certificate of Incorporation to be signed by its duly authorized officers, this 20th day of May, 1998.


Jonathan Rosenberg, Chief Executive Officer


Stuart Leiderman, Secretary