

06-15-2000

To the Honorable Commissioner of Patents and Trademark

1. Name of conveying party(ies):

Hawe Yue, Inc.

- Individual(s)
- General Partnership
- Corporation-State: California
- Other

Additional name(s) of conveying parties attached? Yes No

3. Nature of conveyance:

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

Execution Date: August 30, 1996



101381801

s or copy thereof.

party(ies)

Name: HYI
 Internal Address: 222 N. Vincent Avenue
 Street Address:
 City: Covina State: CA ZIP: 91722-3904

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

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

(Designation must be a separate document from Assignment)

Additional names and addresses attached? Yes No

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s): 75/688,355

B. Trademark Registration No(s):

Additional numbers attached? Yes No

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

Name: Guy W. Chambers
 TOWNSEND AND TOWNSEND AND CREW LLP
 Two Embarcadero Center, 8th Floor
 San Francisco, California 94111-3834
 (415) 576-0200

6. Total number of applications and registrations involved

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed Charge Fees to Deposit Account
- Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.
 Deposit account number: 20-1430
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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8. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Guy W. Chambers
Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 2

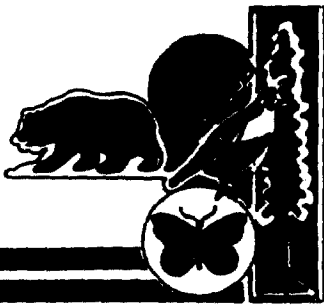
9. Change Correspondence Address to that of Part 5? Yes No

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

Do not detach this portion

Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks
 Box: Assignments
 Washington, D.C. 20231



State
of
California
SECRETARY OF STATE

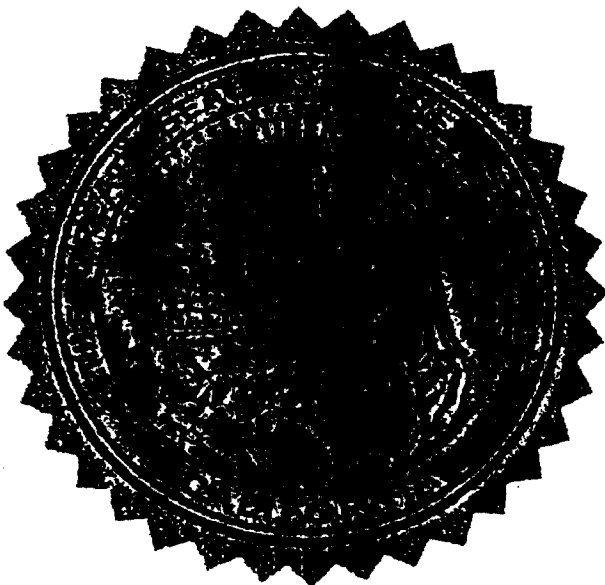
RE: "Hawe Yue, Inc." name changed to:
HYI

I, *BILL JONES*, Secretary of State of the State of California,
hereby certify:

That the annexed transcript was prepared by and in
this office from the record on file, of which it purports to
be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

— AUG 30 1996



Bill Jones

Secretary of State

943056

A480541

FILED *JL*
In the office of the Secretary of State
of the State of California

NOTED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HAWE YUE, INC.

AUG 27 1996

Bill Jones
BILL JONES, Secretary of State

I, Jennie Kiang, hereby certify that:

1. I am the President and Secretary of HAWE YUE, INC., a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I.

"The name of this corporation is HYI.

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The corporation is authorized to issue only one class of shares; and the total number of shares which this corporation is authorized to issue is ten thousand (10,000).

IV.

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

V.

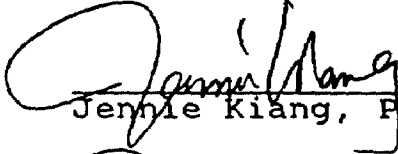
The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders."

3. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

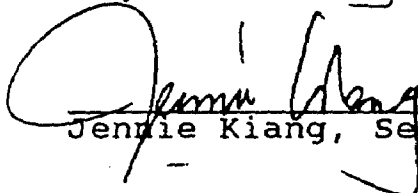
4. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 100. The number of shares voting in favor of the amendment equalled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of my own knowledge.

Dated: August 22, 1996



Jennie Kiang, President



Jennie Kiang, Secretary

COMBINED UNANIMOUS WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING
OF THE SHAREHOLDERS AND DIRECTORS OF
HAWE YUE, INC.

August 19, 1996

The undersigned, being all of the shareholders and all of the members of the Board of Directors of Hawe Yue, Inc., a California corporation (the "Corporation"), hereby adopt the following resolutions without a meeting, pursuant to Sections 603 and 307(b) of the General Corporation Law of California:

AMENDED AND RESTATED ARTICLES OF INCORPORATION

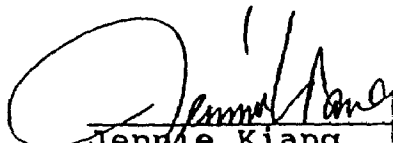
WHEREAS, the Board of Directors and the Shareholders have determined that it is in the best interests of the Corporation to amend the Corporation's Articles of Incorporation to: (a) change the name of the Corporation to HYI; (b) provide for indemnification of the officers and directors of the corporation to the maximum extent permissible under California law; and (c) to limit the liability of the directors for monetary damages for all legitimate acts taken by them on behalf of the Corporation.

NOW THEREFORE BE IT RESOLVED, that the Amended and Restated Articles of Incorporation attached hereto as Exhibit A providing for the above-described amendments to the Corporation's Articles of Incorporation are hereby approved.

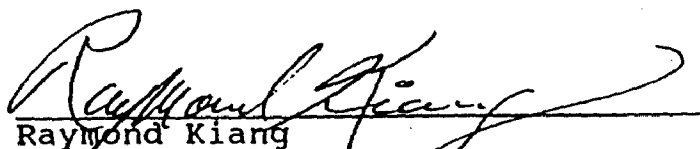
ENABLING RESOLUTION

RESOLVED, that the officers of the Corporation are authorized and directed to prepare, execute, and file or cause to be filed in the name and on behalf of the Corporation, Amended and Restated Articles of Incorporation of the Corporation and to take any and all other steps necessary or appropriate to carry out the intent of the foregoing resolutions.

This Combined Unanimous Written Consent shall be filed with the minutes of the proceedings of the shareholders and the Board of Directors, and the actions taken hereby shall have the same force and effect as at a meeting duly called and held.



Jennie Kiang
Shareholder and Director



Raymond Kiang
Shareholder and Director