FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

09-18-2000

08-11-2000 U.S. Patent & TMOfc/TM Mail Rcpt Dt. #26 U.S. Department of Comm TRADEMARK

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Conveying Party	Mark if additional names of conveying parties attached Execution Date			
Name The Bay Group Formerly	Month Day Year 01/18/94 \(\(\lambda \) \(\lambda \) \(\lambda \)			
Individual General Partnership	Limited Partnership X Corporation Association			
Other				
X Citizenship/State of Incorporation/Organiz	vation California			
Receiving Party	Mark if additional names of receiving parties attached			
Name Bay Group International,	Inc.			
DBA/AKA/TA				
Composed of				
Address (line 1) 1000 Fourth Street, Suite	400			
Address (line 2)				
Address (line 3) San Rafael	California 94901			
City Corporation Association Other	State/Country Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)			
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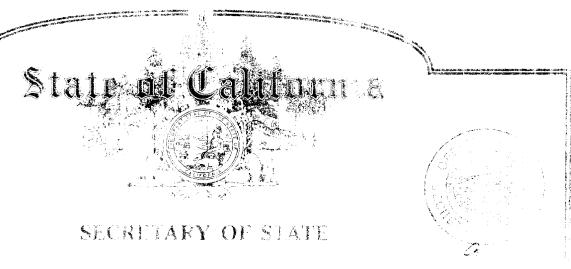
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> **TRADEMARK REEL: 002138 FRAME: 0031**

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Correspondent Name and Address Area Code and Telephone Number (415) 434-1600					
Name	Alison B. Shames, Esq.				
Address (line 1)	Howard, Rice, Nemerovski	, Canady, Falk & Rabkin			
Address (line 2)	Three Embarcadero Center, 7th Floor				
Address (line 3)	San Francisco, California 94111				
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Pages	Enter the total number of pages including any attachments.	of the attached conveyance doci	ament # 2		
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).					
1180	demark Application Number(s)	1,963,918	LION NUMBER(S)		
		1,565,292			
		1,567,706			
Number of I	Proportios				
Number of I	· Cittor the total Ha	mber of properties involved.	# 3		
Fee Amoun		roperties Listed (37 CFR 3.41):	\$ 90.00		
Method of Payment: Enclosed X Deposit Account Deposit Account					
(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 08-2792					
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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. Charges to deposit account are authorized, as indicated herein.					
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I, BILL JONES Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ page(s) was prepared by and in the 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. Lexecute this certificate and affir the Creat Seal of the State of California this day of

<u>, 1131 - 2 7 2000</u>

Secretary of State

Sec/State Form CE-108 (rev. 8/98)

TRADEMARK

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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

FILED

OF

in the office of the Secretary of State of the State of California

THE BAY GROUP

FE: 7 1994

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The undersigned hereby certify:

- 1. They are the president and secretary, respectively, of The Bay Group.
- 2. Article FIRST of the articles of incorporation of this corporation is amended to read as follows:

"FIRST: The name of this corporation is Bay Group International, Inc."

- 3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
- 4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 2085. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We 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 our own knowledge.

Dated: January 18, 1994

Dennis J. Burke, President

Ellen T. McLaughlin, Secretary

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RECORDED: 08/11/2000