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09-22-2000

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



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

78023290

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

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.)

Citizenship/State of Incorporation/Organization

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09/20/2000 DNGUYEN 00000280 78023290

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02 FC:462 100.00 09

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002143 FRAME: 0515

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

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).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="78/023290"/>	<input type="text" value="75/830829"/>	<input type="text" value="75/830830"/>
<input type="text" value="75/830827"/>	<input type="text" value="75/830828"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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.

JAMES C. NEMMERS

8-31-00

Name of Person Signing

Signature

Date Signed

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
VALLEY PRODUCTIONS, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to the revisions of Chapter 490 of the 1997 Code of Iowa, the undersigned corporation hereby adopts the following amendment to its Articles of Incorporation:

1. The name of the corporation is Valley Productions, Inc.
2. The Articles of Incorporation as filed on June 18, 1999 with the Iowa Secretary of State and thereafter amended are hereby amended as follows:

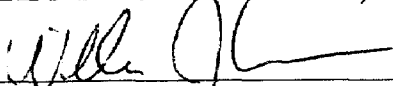
A. By deletion of Article I and its replacement with a new Article I worded as follows:

The name of the corporation is Valley Apparel Company. The corporation shall begin its existence at the time and on the date that these Articles of Incorporation are filed.

3. The Amendment was adopted on February 4, 2000.
4. The Amendment was approved by the shareholders.

The designation of outstanding shares entitled to vote on the Amendment was common stock and series A-convertible preferred stock. The number of outstanding shares and number of shares entitled to vote on the Amendment was 550,000 shares of common stock and 500,000 shares of series A-convertible preferred stock. The voting groups entitled to vote on the Amendment and the number of votes of the voting groups indisputably represented at the meeting was 550,000 shares of common stock and 500,000 shares of series A-convertible preferred stock. The total number of undisputed votes cast for the Amendment was 1,050,000. Accordingly the number of votes cast for the Amendment by the voting groups entitled to vote was sufficient for approval by those voting groups.

VALLEY PRODUCTIONS, INC.

By: 

William Gansen, President,
Chief Executive Officer