



To the Honorable Commissioner of Patents

original document(s) or copy(ies) thereof.

101542230

00-0-01

1. Name of conveying party(ies):

Abercrombie & Fitch Stores, Inc.
a Delaware corporation
located and doing business at
Four Limited Parkway
Reynoldsburg, Ohio 43068

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: August 24, 2000

Name of receiving party(ies):

Abercrombie & Fitch Management Co.
a Delaware corporation
located and doing business at
Four Limited Parkway
Reynoldsburg, Ohio 43068

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other limited liability company

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

signation must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)

75/803,196 75/836,127 75/873,614
75/933,787 76/033,611 76/043,227

B. Trademark Registration No.(s)

727,360 768,332 770,336 777,180 779,394
2,095,171 2,144,987 2,159,449

Additional numbers attached? Yes No

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

Name: Frank J. Colucci, Esq.

Internal Address: Colucci & Umans

Manhattan Tower

Street Address: 101 East 52nd Street

City: New York State: New York ZIP: 10022

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 3.41): \$ 365.00

- Enclosed
- Authorized to be charged to deposit account.

8. Deposit account number:

20-0050

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

12/06/2000 NGUYEN 00000332 75803196

01 FC:481 40.00 DP
02 FC:482 325.00 DP

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.

Frank J. Colucci
Name of Person Signing

November 29, 2000
Date

Total number of pages including cover sheet: 3

OMB No. 0651-0011

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
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Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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 "ABERCROMBIE & FITCH STORES, INC.", CHANGING ITS NAME FROM "ABERCROMBIE & FITCH STORES, INC." TO "ABERCROMBIE & FITCH MANAGEMENT CO.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2000, AT 4 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2148830 8100

AUTHENTICATION: 0685935

001474828

DATE: 09-20-00

TRADEMARK
REEL: 002188 FRAME: 0579

8-25-00

**CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
ABERCROMBIE & FITCH STORES, INC.**

Abercrombie & Fitch Stores, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of said corporation, by its written consent, filed with the minutes of the corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Board of Directors of the Corporation has determined that it is advisable that the Certificate of Incorporation of the Corporation be amended by changing Article FIRST thereof so that, as amended, said Article FIRST shall be and read as follows:


"FIRST: The name of the corporation is Abercrombie & Fitch Management Co."

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

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

IN WITNESS WHEREOF, Abercrombie & Fitch Stores, Inc. has caused this Certificate to be signed by its Vice President-Finance as of the 24th day of August, 2000.

ABERCROMBIE & FITCH STORES, INC.

By: 
Michael J. Stevenson, Vice President-Finance