

FORM PTO-1618A
Expires 05/30/95
OMB 0651-0027

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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
Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
09052000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name **CATALOG CITY, INC.**

08312000

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization **CALIFORNIA**

Receiving Party

Mark if additional names of receiving parties attached

Name **ALTURA INTERNATIONAL**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **1 LOWER RAGSDALE DRIVE**

Address (line 2) **BLDG. 1, SUITE 210**

Address (line 3) **MONTEREY**

CALIFORNIA

93940

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 **CALIFORNIA**

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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FORM PTO-1618B
Expires 08/30/99
OMB 0551-0027

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

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)

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: #

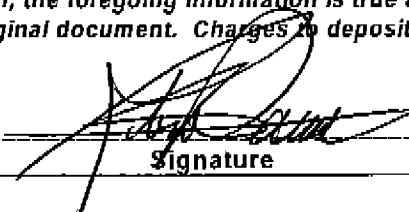
Authorization to charge additional fees: Yes No

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.

ROBERT T. DAUNT, ESQ.

Name of Person Signing



Signature

2-27-2001

Date Signed

00551529

State of California

SECRETARY OF STATE

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

That the attached transcript of 2 page(s) has been compared with the record on file in this office, 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 day of

SEP - 9 2000



Bill Jones

Secretary of State

A0551529

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CATALOG CITY, INC.,
A CALIFORNIA CORPORATION

RECORDED - FILED
in the office of the Secretary of State
of the State of California

SEP - 5 2000

BILL JONES, Secretary of State

The Undersigned, LEE JAY LORENZEN and THOMAS E. MALLETT, certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Catalog City, Inc., a California Corporation.

2. The following amendment to the Articles of Incorporation of the Corporation has been duly approved by the Board of Directors of the Corporation:

Article I of the Articles of Incorporation is amended to read in its entirety as follows:

"ARTICLE I

The name of this Corporation is ALTURA INTERNATIONAL (the "Corporation")."


3. The foregoing amendment was approved by the holders of the requisite number of shares of this corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 25,579,862 shares of Common Stock, 4,000,000 shares of Series A Preferred Stock, 1,500,000 shares of Series B Preferred Stock, 2,250,000 shares of Series C Preferred Stock, 6,000,000 shares of Series D Preferred Stock, 3,000,000 shares of Series E Preferred Stock, and 80,000 shares of Series F Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was (i) a majority of the outstanding shares of Common Stock and (ii) a majority of the outstanding shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, and Series F Preferred Stock voting as a single class.

4. The Amendment shall become effective upon the filing of this Certificate of Amendment with the Secretary of State.


(Signature Page Follows)

The undersigned certify under penalty of perjury under the laws of the State of California that the matters set forth herein are true and correct of our own knowledge.

Executed at Monterey, California, on August 31, 2000.



 LEE JAY LORENZEN, President



 THOMAS E. MALLETT, Secretary

