

01-23-2001



RECORDED COVER SHEET
101591009
TRADEMARKS ONLY

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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
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name (line 1)

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

2036201

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)
City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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)

FOR OFFICE USE ONLY

1 REC'D 01 OCT 1 00000109 2036201
1 FC:411 40.00 JP
2 FC:492 6625.00 GP

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

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)

~~SEE ATTACHED~~

~~SEE ATTACHED~~

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.)

If fee insufficient,

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.

Name of Person Signing

Signature

Date

**AMERICAN PROMOTIONAL EVENTS, INC.
REGISTRATIONS**

TRADEMARK	REGNO
49ER	854.453
AIR RAID	2.036.201
AIR SUPREMACY	1.977.239
AIR WAR	1.873.766
ALL AMERICA	1.905.574
AMERICAN DOGFIGHT	1.562.080
AMERICAN EAGLE	1.666.638
AMERICAN PRIDE	1.753.196
AMERICAN REVOLUTION	1.403.059
ANTI TANK LAUNCHER	1.907.277
APOLLO	928.098
ARSENAL	1.901.676
ASTEROID	1.792.516
BACK YARD SHOW	2.200.106
BARGAIN BAG	1.467.247
BATTLE CRY	1.557.860
BATTLE OF GETTYSBURG	1.403.060
BATTLE OF SHILOH	1.403.061
BATTLE OF THE SOUTH	1.403.062
BATTLE OF VICKSBURG	1.403.058
BEE HIVE	1.476.346
BEE HIVE	1.403.068
BERMUDA TRIANGLE	1.728.580
BIG BOMB	971.071
BIG TOP BOOKS	1.964.610
BIZARRE	2.101.781
BLAST-O-MANIA	2.044.930
BLAZE OF GLORY	1.753.197
BLAZING FURY	1.894.042
BLAZING REBEL	1.708.011
BLAZING SKIES	1.598.487
BLISTERING SKY	1.657.335
BLITZKRIEG	1.751.864
BLOCK PARTY	1.725.449
BLOSSOMING MAGIC	2.044.929
BORDER BUSTER	1.711.553
BUMBLE BEES	2.089.698
BUSY BEE	1.467.243
CARNIVAL FOUNTAIN	1.936.620
CAVEMAN	1.980.114
CELEBRATION	1.468.220
CLUSTER BOMB	1.859.147
COLORAMA	1.128.971
COLORFUL DELIGHT	1.598.488
COMET CRUSHER	1.984.263
CRAZY GROUND HOG	2.072.717
CREEPER	2.041.330
CRYSTAL COMET	1.846.196
D DAY	1.779.632
DANCING DEVIL	1.898.844
DELTA FORCE	1.908.365

**AMERICAN PROMOTIONAL EVENTS, INC.
REGISTRATIONS**

DEMON DANCER	1.984.271
DESERT STORM	1.748.377
DEVIL DOG	2.277.818
DEVIL'S DELIGHT	1.751.865
DINO MONSTER	2.067.769
DIVE BOMBER	2.045.028
DOGFIGHT	1.557.862
DOUBLE EAGLE	1.576.289
DRAGON SLAYER	2.059.336
DUNGEON BLAST	2.037.876
F-15 EAGLE	1.759.764
F-4G WILD WEASEL	1.759.765
FIERY DRAGON	1.807.377
FIRE ANTS	1.649.426
FIRE FIGHT	1.908.362
FIRE POWER	1.692.859
FIREFLIES	1.912.454
FLAME THROWER	1.613.732
FREEDOM '76	1.734.663
FREEDOM FIREWORKS	828.103
FREEDOM FIREWORKS and Design	1.728.583
FREEDOM FIREWORKS and Design	1.642.014
FREEDOM FIREWORKS and Design	2.290.951
GATOR SNAPS	1.930.078
GENERAL LEE ASSORTMENT	1.403.065
GILA MONSTER	1.991.366
GOLD RUSH	1.803.195
GRAVE SEEKER	2.044.928
GREAT WHITE	1.574.757
GROUND BLASTER	1.657.338
GULF FORCE	1.775.146
HAMMER-HEAD	1.706.576
HAWAIIAN DELIGHTS	1.839.932
HOLIDAY	854.450
HORNET'S NEST	1.657.333
HOT SHOT	1.745.164
HURRICANE	1.657.334
IQUANA MAN	2.041.331
INDEPENDENCE	1.713.455
INFRA-RED ATTACK	1.902.620
INTERCEPTOR	2.064.667
JAGUAR S	1.759.762
JET STREAM	1.616.651
JOHNNY REB	1.215.729
JUNGLE KING	2.148.117
KAHUNA	2.133.010
KAHUNA'S REVENGE	1.984.131
KAMAKAZE	2.053.448
KILLER TORNADO	2.037.875
KING KONG	859.531
LASER ATTACK	1.774.181
LASER BLAZER	1.920.834

**AMERICAN PROMOTIONAL EVENTS, INC.
REGISTRATIONS**

LASER DRAGON	1,649.425
LASER MASTER	2,058.177
LASER WAR	1,890.993
LIBERTY	1,467.241
LIGHTNING BOMB	2,037.946
LIGHTNING FLASH	1,657.337
LIL MONSTER	1,985.724
LION WARRIOR	2,046.582
M-1000	1,637.978
M1 ABRAMS	1,917.836
MACH II	1,815.820
MACH III	1,813.619
MAD DOG	2,250.715
MAGIC DRAGON	1,495.710
MAGIC POP	1,898.842
MAGNUM FORCE	1,835.381
MAGNUM ROCKET	1,706.579
MAJESTIC GEYSER	1,863.151
MAKO SHARK	1,706.575
MANDARIN MAGIC	1,659.659
MARDI-GRAS	1,754.496
MASTER BLASTER	1,665.455
MASTER PIECE	1,880.534
MEGAFORCE	1,662.958
MERCURY	854.973
MIGHTY PYTHON	1,649.424
MILLENNIUM 2000	2,100.078
MINI MONSTER	1,880.533
MINI PYTHON	2,036.218
MINUTEMAN	1,467.424
MONSTER BALLS	2,067.811
MONSTER BLASTS	1,946.403
MONSTER BOXER	2,067.768
MONSTER FIREWORKS	1,872.964
MONSTER HALLOWEEN	1,991.453
MONSTER MAGIC	1,985.900
MONSTER MANIAC	1,977.237
MONSTER PARADE	1,984.317
MONSTER PARTY POPPERS	1,943.630
MONSTER PROM	1,987.188
MONSTER ROCKET	2,067.813
MONSTER TRIO	1,998.195
MONSTER TRUCK DESIGN	2,280.399
MONSTER	1,882.080
MOON SHAKER	2,062.278
MOON SHOT	1,444.052
MORTAR FIRE	1,664.948
MR. TURTLE	1,768.028
MX	1,263.559
MX SPACE LAMP	1,771.345
MYSTERY GEYSER	1,734.664
MYSTIC FOUNTAIN	1,987.189

**AMERICAN PROMOTIONAL EVENTS, INC.
REGISTRATIONS**

NIGHT ASSAULT PARACHUTE	1,873.765
NIGHT DEVIL	2,037.877
NIGHT INVADERS	1,557.863
NORTH & SOUTH	1,559.751
NORTHERN LIGHTS	1,607.417
OLD GLORY	1,475.498
OLD GLORY	1,418.305
PATRIOT	1,842.338
PEARL HARBOR	1,713.457
PERSHING ROCKET	1,832.125
PICCOLO PETE	1,169.194
PIRATE	1,181.038
POP-ITS	1,946.907
PURPLE RAIN	2,018.500
PYRO BLASTER	2,000.017
PYRO MARATHON	1,989.989
PYRO MONSTER	1,991.293
PYRO OBSESSION	2,112.581
PYROMANIAC	1,901.675
QUAKE	1,739.009
RAGING GHOUL	1,985.726
RAINBOW WARRIOR	1,659.658
RAZZLE DAZZLER	1,732.880
REBEL ROUSER	1,403.064
REBEL SKY ROCKET	1,542.434
RED DAWN	1,833.279
RED DEVIL	857.753
RISING SUN	1,657.336
ROCKET MAN	2,007.021
SCREAMING DEMON	1,984.272
SCREAMING GHOUL	2,037.874
SCREAMING MEEMIE	1,887.891
SCREAMING REBEL	1,403.066
SCREAMING TIGER	1,767.393
SCREAMING VIPER	1,898.841
SCREECH BOMB	2,104.023
SCUD BLASTER	1,912.453
SCUD BUSTER	1,734.008
SEA HARRIER FRS. 1	1,759.763
SHANTUNGOSAURUS	1,803.196
SHOOTING STARS & DESIGN	1,882.083
SILVER SPANGLER	1,736.418
SKY BONANZA	1,977.238
SKY FLASH	1,892.066
SKY PARADE	2,067.833
SOLAR GLARE	1,815.821
SONIC BOOM	1,815.824
SOUTH'S REVENGE	1,560.772
SOUTHERN NIGHT	1,751.863
SPARKLING GLORY	1,907.276
SPECTACULAR	1,468.219
SPIRIT OF '76	1,734.662

**AMERICAN PROMOTIONAL EVENTS, INC.
REGISTRATIONS**

SPIT FIRE	2,034.498
STANDING OVATION	1,692.858
STAR FIGHTERS	1,816.800
STAR SPANGLED SALUTE	956.771
STARS & STRIPES	1,713.456
STEGOSAURUS	1,802.023
STINGER	1,467.246
STOCK CAR	1,732.068
SUN SHOWER	1,692.861
SUNBURST	1,658.932
SUNSCAPE	1,985.725
SUPER BEE	1,467.245
SUPER FINALE	2,062.728
SUPER NOVA	1,713.454
SUPER REB	1,558.939
TEQUILA SUNRISE	1,728.581
TEXAS CYCLONE	1,728.579
THE BATTLE OF MIDWAY	1,873.764
THE REBEL ASSORTMENT	1,403.063
THE TORCH	2,079.962
THRASHER SHARK	1,706.577
THUNDER CLAP	1,780.834
THUNDER WHEEL	2,223.019
THUNDERBOLT	1,744.432
THUNDERBUSTER	1,557.859
TIDAL WAVE	1,637.979
TIGER SHARK	1,708.010
TNT	1,486.863
TNT & DESIGN (THE NIGHT	860.385
TROPICAL DELIGHT	1,815.822
TYPHOON	1,882.079
TYRANNOSAURUS	1,802.024
WHISTLING PETE	2,000.570
WHOLLY TERROR	2,053.449
WILDCAT	1,245.792
WORLD OF COLOR	969.966
WORLD WAR II	1,692.860
YANKEE DOODLE	1,467.244
YEAR 2000	2,126.688
ZOMBIES	2,103.915

AMERICAN PROMOTIONAL EVENTS, INC.**APPLICATIONS**

TRADEMARK	APP. NO
5TH DIMENSION	75/756,371
ABDUCTION	75/756,372
AMERICAN PROMOTIONAL EVENTS, INC.	75/572,477
CENTURY	75/556,001
INFERNO	75/756,304
LASER	75/426,290
NEW MILLENNIUM MADNESS	75/220,290
PARTY 2000 POPPERS	75/577,942
PARTY BOMB	75/829,491
PARTY BOMB	75/829,490
PARTY SURPRISE	75/759,162
PARTY SURPRISE	75/759,148
PARTY TIME	75/720,951
PARTY TIME	75/720,950
REDNECK BLASTER	75/759,512
TABLE BOMB	75/829,488
TABLE BOMB	75/829,489
TNT FIREWORKS, INC.	76/090,310
Y2K	75/517,134

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

American Promotional Events of Alabama, Inc.

This domestic corporation name is proposed to be incorporated in Lauderdale County and is for the exclusive use of Timothy K Corley, PO Box 1168, Florence, AL 35631-1168 for a period of one hundred twenty days beginning September 19, 1997 and expiring January 18, 1998.

STATE OF ALABAMA
LAUDERDALE COUNTY
I CERTIFY THIS
INSTR. WAS FILED
SEP 24 3 49 PM '97
D. J. Westhead
JUDGE OF PROBATE

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 19, 1997

Date



Jim Bennett

Secretary of State



0097-447 02

**ARTICLES OF INCORPORATION
OF
AMERICAN PROMOTIONAL EVENTS OF ALABAMA, INC.**

The undersigned incorporator desiring to form a corporation under the Alabama Business Corporation Act hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be: American Promotional Events of Alabama, Inc.

**ARTICLE II
CAPITAL STOCK**

The aggregate number of shares of capital stock which the corporation shall be authorized to issue and have outstanding shall be 10,000 shares of common stock, all of the same class, of the par value of \$1.00 per share.

**ARTICLE III
STREET ADDRESS OF INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation in the State of Alabama shall be 202 North Court Street, Florence, Alabama 35630, and the corporation's initial registered agent at such address shall be Gerald H. Daugherty.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator are:

Timothy K. Corley
P.O. Box 1168
Florence, AL 35631

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ARTICLE V
BOARD OF DIRECTORS

The number of directors shall be fixed in the bylaws. The number of directors constituting the initial board of directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor shall be elected and qualify are:

Gerald H. Daugherty
202 North Court Street
Florence, AL 35630

ARTICLE VI
OBJECTS AND PURPOSES

The corporation is formed under the Alabama Business Corporation Act. The objects and purposes for which the corporation is formed and the powers which the corporation shall have upon formation are:

(a) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act including without limitation all of the general powers set forth in Alabama Code Section 10-2B-3.02, as presently set forth or as the same may be subsequently amended or the provisions of any subsequent law of the same effect, which provisions are incorporated herein by this reference as if fully set out, and specifically to engage in the wholesale and retail sale of fireworks and all lawful activities in furtherance thereof.

(b) To purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated; and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may have or grant.

(c) To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(d) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know-how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation.

(e) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued

or created by any other corporation of Alabama or any other state or foreign countries and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(f) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(g) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all powers necessary or convenient in and about the conduct and management of any such business.

(h) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(i) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(j) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, scrip, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior or subsequent to the acquisition of any such shares, the Board of Directors of the corporation shall have determined that such shares shall be restored to the status of authorized but unissued shares.

(k) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by a mortgage of or security interest in such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

(l) To enter into any plan or program for the assistance and welfare of its employees.

(m) To enter into any legal arrangements for sharing of profits, reciprocal concessions, or cooperation, as general or limited partner, joint venturer, or otherwise, with any person,

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partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of the corporation.

(n) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(o) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, natural person or other entity whatsoever, in which the corporation may have a lawful interest, or on account of, or with respect to, any transaction in which the corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. The corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in the corporation, or (B) which owns stock in another corporation which owns stock in the corporation, or (C) in which the corporation owns stock, or (D) in which another corporation owns stock which also owns stock in the corporation, or (E) in which any one or more persons who own stock in the corporation also own stock, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of the corporation, or which may engage with the corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

(p) To carry on any other business in connection with the foregoing.

(q) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of the corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to the corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the corporation, as well as powers, and provisions for the regulation of the business and the conduct of the affairs of the corporation, and in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of objects and purposes shall not be held to limit or restrict in any manner

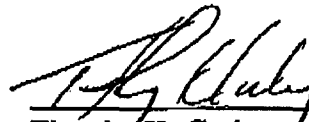
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the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

ARTICLE V
LIMITATION AND LIABILITY OF DIRECTORS

A director shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (A) the amount of a financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act (relating to unlawful distributions); (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 24th day of September, 1997.



Timothy K. Corley

THIS INSTRUMENT PREPARED BY AND
AFTER RECORDING SHOULD BE RETURNED TO:
Timothy K. Corley
P.O. Box 1168
Florence, AL 35630

000297

0098-571 56

STATE OF ALABAMA

I, **Jim Bennett**, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

APE Holding Company, Inc.

This domestic corporation name is proposed to be incorporated in Lauderdale County and is for the exclusive use of Timothy K Corley, PO Box 1168, Florence, AL 35631-1168 for a period of one hundred twenty days beginning September 18, 1998 and expiring January 17, 1999.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



September 18, 1998
Date

Jim Bennett

Jim Bennett

Secretary of State

000297

0098-571 57

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

OF

AMERICAN PROMOTIONAL EVENTS OF ALABAMA, INC.
(AN ALABAMA CORPORATION)

CHANGING ITS NAME

TO

APE HOLDING COMPANY, INC.

American Promotional Events of Alabama, Inc., an Alabama corporation, adopts and files these Articles of Amendment as follows:

- 1. The name of the corporation is:
American Promotional Events of Alabama, Inc.
- 2. The amendment adopted is:

Article I of the Articles of Incorporation of the corporation is amended to read as follows:

ARTICLE I
APE Holding Company, Inc.

The name of the corporation is:

APE Holding Company, Inc.

3. The amendment requires no exchange of shares and effects no change in the stated capital of the corporation.

4. The amendment was approved by action taken by the shareholders and directors of the corporation by unanimous consent in writing without a meeting done as of October 1, 1997. At the time of such action, the corporation had outstanding 132,978 shares of capital stock, all of the same class, all of which were voted in favor of the amendment.

STATE OF ALABAMA
LAUDERDALE COUNTY
OCT 5 4 17 PM '98

In witness whereof, the undersigned corporation has caused this instrument to be executed by its duly authorized officer this 5th day of October, 1990.

0098-571 58

American Promotional Events, Inc.

By:



Terry C. Anderson
Its President

THIS INSTRUMENT PREPARED BY AND TO BE RETURNED TO:

Timothy K. Corley
201 S. Court Street, Suite 600
Florence, AL 35630