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

01-16-2001

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



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12/26/00

RECORDATION FORM COVER SHEET  
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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

Name  Execution Date  
Month Day Year

Formerly

- 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  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.)
- Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

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01 FC:481  
02 FC:482

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50.00 OP

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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

TRADEMARK  
REEL: 002213 FRAME: 0023

**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="2229184"/>	<input type="text" value="2303290"/>	<input type="text" value="2288780"/>
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**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.

Susan Neuberger Weller  
Name of Person Signing



Signature

December 22, 2000

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ALLOY ONLINE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NIPPON DIRECT, INC." TO "ALLOY DESIGNS, INC.", FILED THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ALLOY DESIGNS, INC." TO "ALLOY ONLINE, INC.", FILED THE FIFTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE THIRTEENTH DAY OF MAY, A.D. 1999, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID



*Edward J. Freel*

Edward J. Freel, Secretary of State

0555665

AUTHENTICATION:

07-13-00

DATE:

2584406 8100H

001354192

CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 0555665

07-13-00  
TRADEMARK

REEL: 002213 FRAME: 0026

2584406 8100H

001354192

**CERTIFICATE OF AMENDMENT**  
**OF**  
**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**ALLOY DESIGNS, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Alloy Online, Inc.


2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

FIRST: The name of the corporation (hereinafter called the "Corporation") is

Alloy Online, Inc.

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed this 4<sup>th</sup> day of March, 1999.

  
James K. Johnson, Jr.  
President

TRADOC3:1176994.1 (p86@D1L.dea)