

06-15-2001

Attorney Docket No.: 5983-7



To the United States Patent and Trademark Office

101720874

attached original documents or copy thereof.

1. Name of conveying party(ies):

AquaSmart LLC

*MAP*  
*6-15-01*

2. Name and address of receiving party(ies):

CoolerSmart LLC  
88 Quigley Boulevard  
New Castle, DE 19720

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

If Assignee is not domiciled in the U.S.A., a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment.)

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: Certificate of Amendment of Certificate of Formation
- Merger
- Change of Name

Execution Date: April 18, 2000

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

A. Trademark Application No.(s):

75/919,572  
75/919,574

*TM*

B. Trademark Registration No.(s):

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

STANLEY C. MACEL, III, ESQ.  
CONNOLLY BOVE LODGE & HUTZ LLP  
P. O. Box 2207  
1220 Market Street  
Wilmington, DE 19899  
Telephone: (302) 658-9141  
Facsimile: (302) 658-5614

6. Total number of applications and registrations involved: [2]

7. Total fee (37 CFR 3.41) Cal.  $\frac{1}{1} \times \$40.00 = \$40.00$   
 $\frac{1}{1} \times \$25.00 = \$25.00$

- Fee enclosed.
- Authorized to be charged to Deposit Account.

8. Deposit Account number: 03-2775  
(for any additional fees required)

*65E*

06/15/2001 JTALLAME 00000009 75919572

DO NOT USE THIS SPACE

01 FD:481 40.00 DP  
02 FD:482 25.00 DP

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.

Stanley C. Macel, III  
Name of Person Signing

*Stanley C. Macel, III*  
Signature

June 14, 2001  
Date

Total number of pages including cover sheet, attachments and document: [3]

04-18-00 11:08

From-CONNOLLY BOVE LODGE HUFZ

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T-888 P.03/03 F-160

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF FORMATION  
OF  
AquaSmart LLC**


AquaSmart LLC, a Delaware limited liability company, certifies that:

1. The Amendment to the Company's Certificate of Formation set forth below was duly adopted and authorized by the Company.

2. Article First of the Company's Certificate of Formation is amended to read in its entirety as follows:

**FIRST:** The name of this limited liability company (hereinafter referred to as "the Company") is CoolerSmart LLC.

I, the undersigned, hereby certify that I am authorized to execute this Certificate of Amendment of the Certificate of Formation of AquaSmart LLC, and that the facts therein stated are true, and accordingly hereunto have set my hand this 18 day of April, 2000.

  
Adam J. Levinson  
Manager

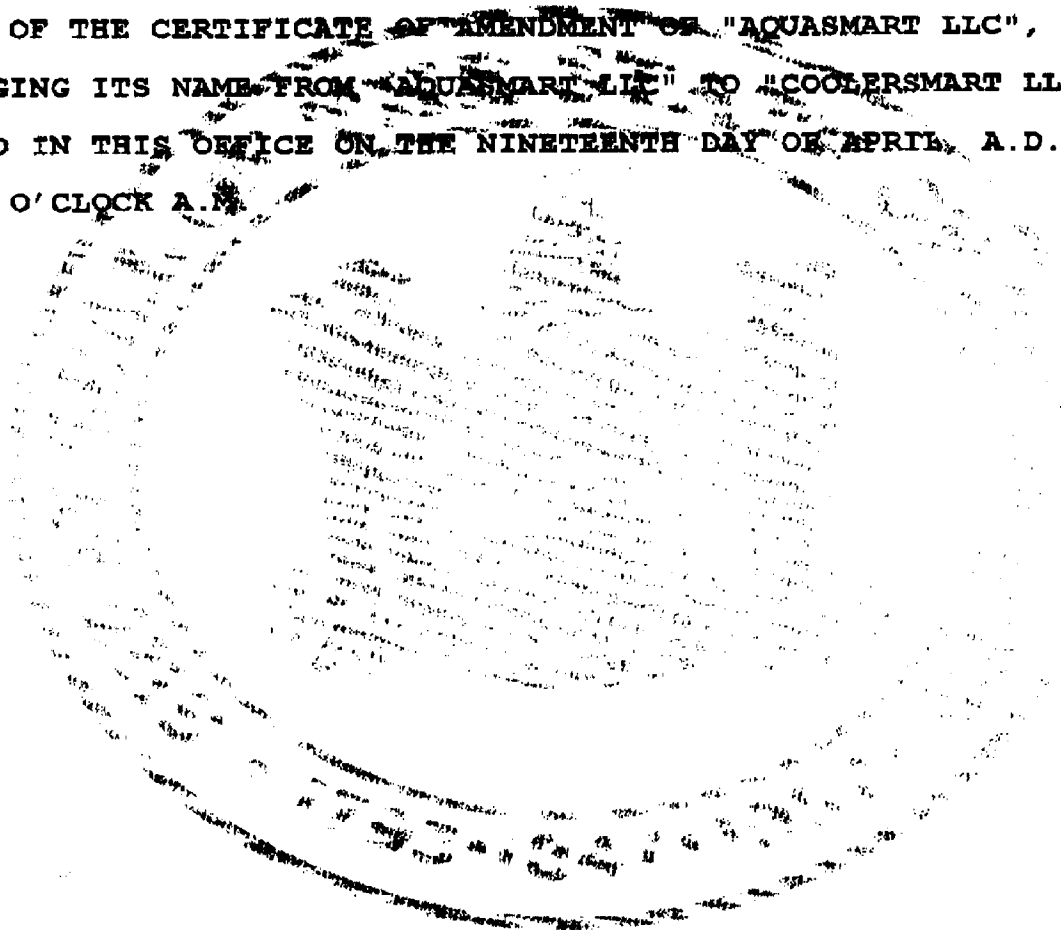
Form 86859

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 04/19/2000  
001203328 - 2903553

**State of Delaware**  
**Office of the Secretary of State**

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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 "AQUASMART LLC", CHANGING ITS NAME FROM "AQUASMART LLC" TO "COOLERSMART LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0410849

DATE: 05-01-00