

05-02-2001



101698279

Docket No. 12815/RJW/R70

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Box Assignment
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Post Office Box 7068
Pasadena, CA 91109-7068

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

<p>1. Name of conveying party(ies): Rayne Corporation <i>4.20.01</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input checked="" type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Other <input checked="" type="checkbox"/> Exists Under Laws of California</p> <p>Additional name(s) of conveying party(ies) attached:</p>	<p>2. Name and address of receiving party(ies): Name: 3775 Market Street Corp. Street Address: 3775 Market Street, Suite 201, Venice, CA 90291 93003</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of California</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached?</p>
<p>3. Name of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name to Rayne Corporation <input type="checkbox"/> Other:</p> <p>Execution Date: October 10, 2000</p>	
<p>4. A. Trademark Application No.(s) <u>75/596,844</u></p>	<p>4. B. Trademark Registration No.(s) 700,965; 844,760; 844,761;879,932</p> <p>Additional numbers attached? no</p>
<p>5. Please return the recorded document and address all correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Richard J. Ward, Jr.</p>	<p>6. Total number of applications or registrations involved..... 5</p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 140.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	
<p>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.</p> <p>Date: April 17, 2001</p> <p>By <i>Richard J. Ward, Jr.</i> Name: Richard J. Ward, Jr. 626/795-9900</p> <p>I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE U.S. POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO: ASSISTANT COMMISSIONER FOR PATENTS, WASHINGTON, D.C. 20231 ON</p> <p>Total number of pages including cover sheet, attachments, and document: 4</p>	

RJW/clb *4-20-01* *Carl R. Burdwell*
CLB PAS341 DATE 4/17/01 2:28 PM SIGNATURE

05/01/2001 TDIAZ1 00000114 75596844

01 FC:481 40.00 BP
02 FC:482 100.00 BP

A0553618



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

OCT 13 2000



Bill Jones
 Secretary of State

Uct-16-2000 01:16pm From-GKL CORPORATE / SEARCH INC

016-442-1787

T-307 P.003/004 F-499

A0553618

**CERTIFICATE OF OWNERSHIP
MERGING
RAYNE CORPORATION
INTO
3775 MARKET STREET CORP.**

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

OCT 18 2000

BILL JONES, Secretary of State

Robert Denne and Lawrence Cousins certify that:

1. They are the president and the secretary, respectively, of 3775 MARKET STREET CORP., a California corporation.
2. This corporation owns all the outstanding shares of RAYNE CORPORATION, a California corporation.
3. The board of directors of this corporation duly adopted the following resolutions:

RESOLVED, that this corporation merge RAYNE CORPORATION, its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110 of the California Corporations Code.

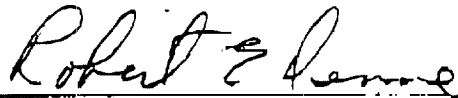
RESOLVED FURTHER, that this corporation change its name to RAYNE CORPORATION as of the effective date of the Certificate of Ownership to be filed pursuant to Section 1110 of the California Corporations Code.

RESOLVED FURTHER, that Article I of this corporation is amended to read as follows:

"The name of this corporation is RAYNE CORPORATION."

4. The foregoing amendment of articles of incorporation has been duly approved by the board of directors

- 5. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 1,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

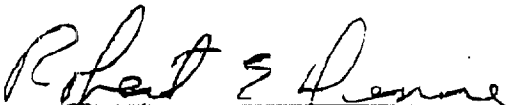


 Robert Denne



 Lawrence Cousins

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at Ventura, California on October 10, 2000.



 Robert Denne



 Lawrence Cousins

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