

05-09-2001



T

To the Assistant Commissioner for Trademarks: Please

101710274

1. Name of conveying party(ies):

Union Cycle Co., Ltd.

- Individual(s)
- General Partnership
- Corporation-State New York
- Other

Additional name(s) of conveying party(ies) attached? yes no

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Merger
- X Change of Name

Execution Date: August 1, 1983

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

Name: The Seedman Company, Inc.

Internal Address: _____

Street Address: 104-01 Foster Avenue

City: Brooklyn State: New York Zip: 11236

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? yes no

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
695,557



04-23-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #71

Additional numbers attached? yes no

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

Name: Michael D. Johns
Dinsmore & Shohl LLP
 Street Address: 1900 Chemed Center
255 East Fifth Street
 City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved:..... 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Additional expenses authorized to be charged to deposit account

8. Deposit account number: 04-1133
(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

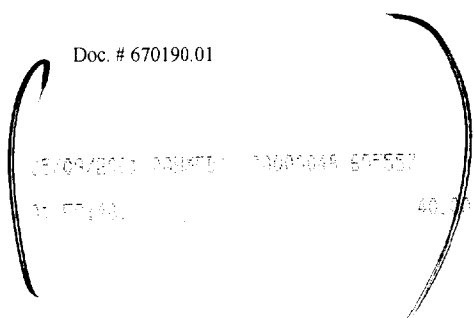
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael D. Johns
Name of Person Signing

Signature

4/20/01
Date

Total number of pages comprising cover sheet: 1



USC

CERTIFICATE OF AMENDMENT OF CERTIFICATE

OF INCORPORATION

OF

USC

UNION CYCLE CO., LTD.

Under Section 805 of the Business Corporation Law

We, the undersigned, the Senior Executive Vice President and Secretary, respectively of UNION CYCLE CO., LTD. hereby certify:

1. The name of the corporation is UNION CYCLE CO., LTD.

2. The Certificate of Incorporation was filed by the Department of State on the 28th day of May, 1946. The Corporation was originally incorporated under the name GEORGE MANUFACTURING CO., INC.

3. That the amendment to the Certificate of Incorporation effected by this Certificate is as follows:

Article FIRST of the Certificate of Incorporation, relating to the name of the corporation, is hereby amended to read as follows:

"FIRST: The name of the corporation is

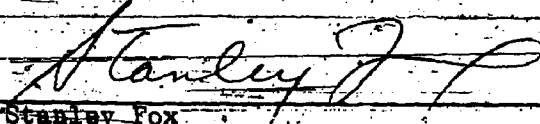
~~THE SEEDMAN COMPANY, INC.~~

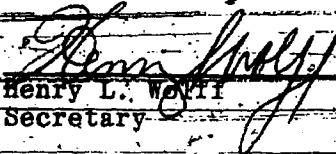
4. The above amendment of the Certificate of Incorporation was authorized by consent of the holder of all of the outstanding shares of the corporation.

8007239

8007239

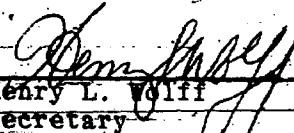
IN WITNESS WHEREOF, we have executed this certificate
the 1st day of August, 1983.


Stanley Fox
Senior Executive Vice President

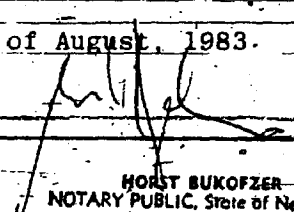

Henry L. Wolff
Secretary

STATE OF NEW YORK)
) ss.
COUNTY OF KINGS)

Henry L. Wolff being duly sworn deposes and says that he
is the Secretary of UNION CYCLE CO., LTD., the corporation and one
of the persons who signed the foregoing certificate of amendment,
that he has read the Certificate of Amendment and knows the con-
tents thereof and that the same is true to his knowledge.


Henry L. Wolff
Secretary

Sworn to before me this
1st day of August, 1983.


HORST BUKOFZER
NOTARY PUBLIC, State of New York
No. 30-5514900
Qualified in Nassau County
Commission Expires March 30, 1984

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on FEB 20 2001



A handwritten signature in black ink, appearing to read "J. Slub", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (7/00)