



**SCHEDULE "A"****TRADEMARKS**

<u>Registration No.</u>	<u>Mark</u>	<u>Reg. Date</u>
2273087	WORLD OF MOTION	8/24/99
2273031	PARTY HANDS	8/24/99
2041874	TASTE TINGS (STYLIZED)	3/4/97
1848211	TEACATTLE	8/2/94
1663396	MISCELLANEOUS DESIGN (DESK ORGANIZER)	11/5/91
1644381	KAMENSTEIN	5/14/91
1639374	NOVELTEAS	3/26/91
1551016	KAMENSTEIN	8/8/89
1597472	MISCELLANEOUS DESIGN (GADGET ORGANIZER)	5/22/90
1336735	FLIP-IT	5/21/85
1475530	GOODSPICE	2/2/88

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 "MK ACQUISITION CORPORATION", CHANGING ITS NAME FROM "MK ACQUISITION CORPORATION" TO "M. RAMENSTEIN CORP.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 2000, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

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001526001

AUTHENTICATION: 0744790  
DATE: 10-19-00

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
MK ACQUISITION CORPORATION**

MK Acquisition Corporation, a Delaware corporation (the "Corporation"), hereby certifies as follows:

**FIRST:** The name of the Corporation is "MK Acquisition Corporation."

**SECOND:** The Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on September 7, 2000 (the "Certificate of Incorporation").

**THIRD:** The Certificate of Incorporation is amended to change the name of the Corporation by striking article **FIRST** of the Certificate of Incorporation in its entirety and inserting the following new article **FIRST** as follows:

"**FIRST:** The name of the Corporation is M. Kamenstein Corp."

**FOURTH:** This Amendment to the Certificate of Incorporation was duly adopted by the unanimous written consent of the Board of Directors and by the unanimous written consent of the holder of all outstanding stock of the Corporation entitled to vote in accordance with Sections 141(f), 228 and 242 of the Delaware General Corporation Law.

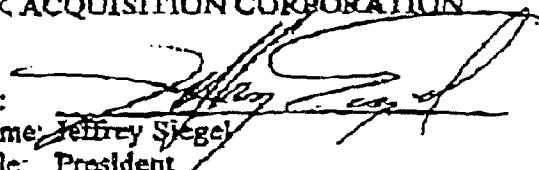
[signature page follows]

OCT-18-2000 16:57

C.T. CORP. SYSTEM

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Certificate of Incorporation to be executed by a duly authorized officer as of the 18th day of October, 2000.

MK ACQUISITION CORPORATION

By:   
Name: Jeffrey Siegel  
Title: President

Signature page to Certificate of Amendment to Certificate of Incorporation

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