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05-14-2001



U.S. Department of Commerce Patent and Trademark Office

ΞΤ

To the Honorable Commissioner of Patents and Trademarks: Please	O4 record the attached original documents or copy thereof.	
1. Name of conveying party(ies):	2. Name and Address of receiving party(ies)	
MK ACQUISITION CORPORATION	Name: M. KAMENSTEIN CORP.	
Individual(s) Association General Partnership Limited Partnership _x Corporation-State - Delaware	Address: 565 Taxter Road Elmsford, New York 10523	
Other Additional name(s) of conveying party(ies) attached? Yesx No		
3. Nature of conveyance:	Individual(s) citizenship; MAY - 8 200	
Assignment Merger	Association	
Security Agreement X Change of Name	General Partnership	
Other	Limited Partnership X Corporation-State - Delaware	
Execution Date: October 18, 2000	Other	
	If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No	
4. Application number(s) or registration number(s):		
A. Trademark Application No.(s)	B. Trademark Registration No. 2388262 (CIRCA)	
	See Attached Schedule "A" for additional marks	
Additional numbers attached?	_X Yes No	
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved: 12	
Mary L. Kevlin, Esq.		
Cowan, Liebowitz & Latman, P.C. 1133 Avenue of the Americas New York, NY 10036-6799		
	7. Total fee (37 CFR 3.41) \$ 315.00	
 14/2001 GTON11	_X_ Enclosed	
FC:481 40.00 OP	_X_ Any deficiency is authorized to be charged to Deposit Account No. 03-3415.	
FC:482 275.00 GP	8. Deposit Account No. 03-3415	
	(Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE TI	HIS SPACE	
9. Statement and signature.		
To the best of my knowledge and belief, the foregoing information original document. Mary L. Kevlin	is true and correct and any attached copy is a true copy of the Solution	
Total number of pages including cover sheet, attachments, and document: 8		
Mail to: U.S.Patent and Trademark Office, Office of Public Reco		

SCHEDULE "A"

TRADEMARKS

Registration No.	<u>Mark</u>	Reg. Date
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

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State of Delaware Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND COPRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MR ACQUISITION CORPORATION", CHANGING ITS NAME FROM "MR 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, Secretary of State

AUTHENTICATION: 0744790

DATE: 10-19-00

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C.T. CORP. SYSTEM

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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 inacting 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]

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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

Ву:

Name Jeffrey Siege

Title: Prosident

Signature page to Contificate of Americans to Continue after and

TOTAL P.03

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RECORDED: 05/08/2001