

05-17-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



101720374

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

5-11-01

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
02/14/2001

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year _____

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002297 FRAME: 0454

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="76/163021"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

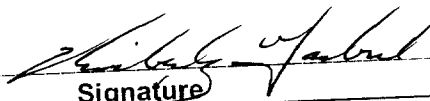
Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Kimberly Gambrel



5/9/2001

Name of Person Signing

Signature

Date Signed

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/14/2001
010073098 - 3333408

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
VARNCO HOLDINGS INC.

Varnco Holdings Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the Corporation is Varnco Holdings Inc.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Articles First and Second thereof and by substituting in lieu of said Articles the following new Articles:

"FIRST: The name of the Corporation is Varn International, Inc.

SECOND: The Corporation's registered office in the State of Delaware is at 9 East Loockerman Street, Suite 1B, Dover, Delaware 19901, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc."

3. The amendments of the Certificate of Incorporation have been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

EST

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DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
HOLTSVILLE NY 00501

DATE OF THIS NOTICE: 02-13-2001
NUMBER OF THIS NOTICE: CP 575 A
EMPLOYER IDENTIFICATION NUMBER: 22-3779015
FORM: SS-4
1952102057 B

FOR ASSISTANCE CALL US AT:
1-800-829-1040

VARNCO HOLDINGS INC
% C S RAMAN VICE PRESIDENT
8 ALLERMAN RD
OAKLAND NJ 07436

OR WRITE TO THE ADDRESS
SHOWN AT THE TOP LEFT.

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER (EIN)

Thank you for your Form SS-4, Application for Employer Identification Number (EIN). We assigned you EIN 22-3779015. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Use your complete name and EIN shown above on all federal tax forms, payments and related correspondence. If you use any variation in your name or EIN, it may cause a delay in processing and incorrect information in your account. It also could cause you to be assigned more than one EIN.

Based on the information shown on your Form SS-4, you must file the following forms(s) by the date we show.

Form 941	04/30/2001
Form 1120	03/15/2002
Form 940	01/31/2002

Your assigned tax classification is based on information obtained from your Form SS-4. It is not a legal determination of your tax classification and is not binding on the IRS. If you want a determination on your tax classification, you may seek a private letter ruling from the IRS under the procedures set forth in Rev. Proc. 98-01, 1998-1 I.R.B. 7 (or the superceding revenue procedure for the year at issue).

If you need help in determining what your tax year is, you can get Publication 538, Accounting Periods and Methods, at your local IRS office.

If you have questions about the forms shown or the date they are due, you may call us at 1-800-829-1040 or write to us at the address shown above.

If you're required to deposit for employment taxes (Forms 941, 943, 940, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), we will send an initial supply of Federal Tax Deposit (FTD) coupon books within six weeks. You can use the enclosed coupons if you need to make a deposit before you receive your supply.

(IRS USE ONLY) 575A 223779015 02-13-2001 VARN B 1952102057 SS-4

Start your business off right - pay your taxes the easy way. Pay through the Electronic Federal Tax Payment System (EFTPS). For information, call 1-800-829-3676 and request Publication 966, EFTPS Answers to the Most Commonly Asked Questions.

Please use the label IRS provided when filing tax documents. Use FTD coupons when making FTD payments. If that isn't possible, use your EIN and complete name and address as shown below to identify your account and to avoid delays in processing.

VARNCO HOLDINGS INC
% C S RAMAN VICE PRESIDENT
8 ALLERMAN RD
OAKLAND NJ 07436

If this information isn't correct, please correct it using the bottom part of this notice. Return it to the address shown so we can correct your account.

Note: If you change your corporation to a S corporation, you must file Form 2553, Election by a Small Business Corporation.

Note: If you change your business to a corporation, you may need to file Form 8832, Entity Classification Election. See the form's instructions to determine if you're required to file.

Keep this part for your records.

CP 575 A (Rev. 1-2000)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 A

1952102057

Your Telephone Number Best Time to Call
() -

DATE OF THIS NOTICE: 02-13-2001
EMPLOYER IDENTIFICATION NUMBER: 22-3779015
FORM: SS-4

INTERNAL REVENUE SERVICE
HOLTSVILLE NY 00501

VARNCO HOLDINGS INC
% C S RAMAN VICE PRESIDENT
8 ALLERMAN RD
OAKLAND NJ 07436
TRADEMARK

REEL: 002297 FRAME: 0458

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "VARNCO HOLDINGS INC.", CHANGING ITS NAME FROM "VARNCO HOLDINGS INC." TO "VARN INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

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

ESY



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0972668

DATE: 02-14-01

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TRADEMARK