

06-26-2001

6-13-01



EET

TO THE ASSISTANT COMMISSIONER OF PATENT AND TRADEMARK OFFICE

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attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

International Marketing and Sales

6-13-01

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State of California
- Other:

Additional name(s) of conveying party(ies) attached?

Yes No

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

Name: American Products Company, Inc.

Internal Address:

Street Address: 252 Granite Street

City: Corona State: CA ZIP: 92879

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State of California
- 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) and address(es) attached?

Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) March 30, 2000

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

- a. Trademark Application No(s):
 - 75/719,827 (Docket No. AMPCO.013T)
 - 75/690,949 (Docket No. AMPCO.014T)
 - 75/733,393 (Docket No. AMPCO.015T)
- b. Trademark Registration No(s):

Additional numbers attached? Yes No

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

Name: Michael H. Trenholm
 KNOBBE, MARTENS, OLSON & BEAR, LLP
 Customer No. 20,995
 Internal Address: Sixteenth Floor
 Street Address: 620 Newport Center Drive
 City: Newport Beach State: CA ZIP: 92660
 Attorney's Docket No.: AMPCO.000GEN

7. Total fee (37 CFR 3.41): \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 3

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 H. Trenholm
Name of Person Signing

Signature

Date

6/7/01

Total number of pages including cover sheet, attachments and document: 3

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office
 Attn: Assignment Division
 Crystal Gateway-4
 1213 Jefferson Davis Highway, Suite 320
 Arlington, VA 22202

06/25/2001 1D1A71 00000091 75719827

01 FC:481
02 FC:482

40.00 DP
50.00 DP

TRADEMARK
REEL: 002319 FRAME: 0638

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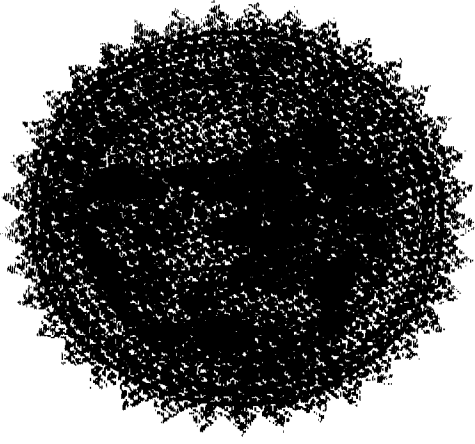
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 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

APR 12 2000



Bill Jones

Secretary of State

A0542735

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

MAR 31 2000

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

BILL JONES, Secretary of State

Brian A. Horowitz and Tammy J. Horowitz certify that:

1. They are the CEO/Secretary and the CFO, respectively, of International Marketing and Sales, a California corporation.

2. ARTICLE ONE is amended to read as follows:

"I.

The name of this corporation is AMERICAN PRODUCTS COMPANY, INC."

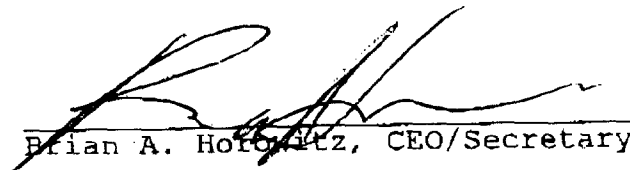
3. The foregoing amendment to the Articles of Incorporation has been duly approved by Board of Directors.

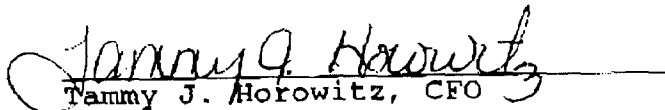
4. The foregoing amendment has been duly approved by the require vote of the shareholders in accordance with Section 902 of the Corporations Code. The corporation has only one class of shares and the number of outstanding shares is 100. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote for approval was 100%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated:

3/30/00


Brian A. Horowitz, CEO/Secretary


Tammy J. Horowitz, CFO

