

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):          Reel Images Incorporated <b>6-21-01</b>          523 Pepper Street          Monroe, CT 06468</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation: <u>a Connecticut Corporation</u>  <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <hr/> <p>3. Nature of conveyance:  <input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Execution Date: <u>December 28, 1999</u></p>	<p>2. Name and address of receiving party(ies):          Really Good Stuff, Inc.          523 Pepper Street          Monroe, CT 06468</p> <p><input type="checkbox"/> Individual(s) citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation: <u>a Connecticut Corporation</u>  <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No          (Designations must be a separate document from Assignment)          Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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JUN 21  
06-28-2001



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<p>4. Application number(s) or registration number(s):          A. Trademark Application No.(s): <u>75/756,671</u></p>	<p>B. Trademark Registration No.(s): <u>1,159,799; 1,164,442; 2,013,892; 2,102,653; 2,447,565</u></p>
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Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:          Name: <u>Carrie Webb Olson, Esq.</u>          Internal Address: <u>Cummings &amp; Lockwood</u>          Street Address: <u>700 State Street</u>          Post Office Box <u>1960</u>          City: <u>New Haven</u> State: <u>Connecticut</u> Zip: <u>06509-1960</u></p>	<p>6. Total number of applications and registrations involved: ..... [6]          7. Total fee (37 CFR 3.41): ..... <u>\$165.00</u>  <input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account          8. Deposit account number: <u>50-1158</u>          (Attach duplicate copy of this page if paying by deposit account)</p>
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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.*

Signature: *Carrie Webb Olson*                      June 21, 2001  
 Carrie Webb Olson

Total number of pages comprising cover sheet: [ 3 ]

06/28/2001 LMJELLER 00000019 75756671                      40.00 DP  
 01 FC:481                      125.00 DP  
 02 FC:482

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 Commissioner of Patents and Trademarks  
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 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
REEL IMAGES INCORPORATED


- I. The name of the Corporation is REEL IMAGES INCORPORATED.
- II. The amendment effected by this certificate shall be the change of the name of the Corporation to

REALLY GOOD STUFF, INC.

- III. The manner of adopting the resolution was as follows:

By the board of directors, by written consent pursuant to Conn. Gen. Stat. § 33-749 on December 29, 1999. There is only one class of stock, with 2000 shares issued and outstanding. Accordingly, 1,334 shares are required for adoption, and all 2000 shares favored adoption, by written consent, pursuant to Conn. Gen. Stat. § 33-698, on December 29, 1999.

The undersigned hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

  
President James E. Bennett

Dated at Monroe, CT this 28 day of December, 1999.

STATE OF CONNECTICUT }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office

In Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,

this 14th day of June A.D. 2001

*Susan Bysiewicz*  
SECRETARY OF THE STATE *pac*