

08-29-2001



U.S. DEPARTMENT OF COMMERCE
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 8-2301
GK Acquisition Corp.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Georgette Klinger, Inc.
Internal
Address: _____
Street Address: 501 Madison Avenue
City: New York State: NY Zip: 10022
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: July 21, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,903,888
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Tracee A. Graubart, Esq.
Internal Address: Sweeney Lev & Blinkoff LLP
Street Address: 460 Bloomfield Avenue Suite 200
City: Montclair State: NJ Zip: 07042

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.
TRACEE A. GRAUBART, ESQ. Tracee A. Graubart 8/23/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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Mail documents to be recorded with required cover sheet information to:
40.00 Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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 "GK ACQUISITION CORP.", CHANGING ITS NAME FROM "GK ACQUISITION CORP." TO "GEORGETTE KLINGER, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 1998, AT 9:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1155609

DATE: 05-25-01

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TRADEMARK
REEL: 002358 FRAME: 0020

FROM KANE KESSLER, P. C.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 07/21/1998
981281569 - 2914359

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

GK ACQUISITION CORP., a Delaware corporation (the "Corporation").

DOES HEREBY CERTIFY THAT:

FIRST: By Unanimous Written Consent, the Corporation's Board of Directors duly adopted resolutions approving proposed amendment (the "Amendment") to the Corporation's Certificate of Incorporation. The resolutions approving the Amendment are as follows:

RESOLVED, that the Corporation's Certificate of Incorporation be amended by changing its Article I thereof so that, as amended, its First Article shall be and read as follows:

"ARTICLE I

The name of the Corporation is:

Georgette Klinger, Inc.":

and be it further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to take or cause to be taken all such further actions and to execute and deliver or cause to be executed and delivered such other instruments and documents, and to pay all fees and expenses as they shall deem necessary, appropriate, proper or advisable in order to carry out fully the purpose and intent of the foregoing resolution.

SECOND: By Written Consent, the Corporation's stockholders approved the Amendment.

THIRD: The Amendment were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation shall not be reduced under or by reason of the Amendment.

[signature page follows]

07/23/01 17:02
FROM KANE KESSLER, P. C.

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(MON) 07. 23' 01 17:5. T. 17:51/NO. 3561206239 P 4

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed as of
the 23rd day of July, 1998.

GK ACQUISITION CORP.

By: Marvin G. Siegert
Marvin G. Siegert
Vice President

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