

FORM PTO-1584 (Modified)
(Rev. 6-93)
OMB No. 0631-0011 (exp. 4/94)
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TM05/REV03

RE 11-06-2001

Docket No.:

T



1271/47571

385-120

Tab settings

To the Honorable Commissioner of Patents 101888417 attached original documents or copy thereof.

1. Name of conveying party(ies):

L.C. Industries, Inc.
401 North Western Avenue
Chicago, Illinois 60612

MAD
10-24-01

- Individual(s)
- General Partnership
- Corporation-State Illinois
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Smerling, Inc.

Internal Address:

Street Address: 401 North Western Avenue

City: Chicago State: IL ZIP: 60612

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Illinois
- 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
- Security Agreement
- Other
- Merger
- Change of Name

33

Execution Date: September 21, 2001

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

A. Trademark Application No.(s)

See Table B

B. Trademark Registration No.(s)

See Table A

TM

Additional numbers attached? Yes No

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

Name: Kathleen A. Rheintgen

Internal Address: Welsh & Katz, Ltd.

Street Address: 120 S. Riverside Plaza, 22nd Floor

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved:.....

57

7. Total fee (37 CFR 3.41):.....\$ \$1,440.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-0920

In the event that improper payment is made either debit or credit the above account no.

DO NOT USE THIS SPACE

1440E

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.

Kathleen A. Rheintgen
Name of Person Signing

Kathleen A. Rheintgen
Signature

10/29/01
Date

Total number of pages including cover sheet, attachments, and document: 9

**TABLE A
(REGISTRATIONS)**

Trademark	Registration No.
LEWIS N. CLARK	1,744,354
LEWIS N. CLARK	2,437,063
LEWIS N. CLARK	2,440,884
LEWIS N. CLARK	2,440,882
LEWIS N. CLARK	2,437,068
LEWIS N. CLARK	1,656,518
LEWIS N. CLARK	2,438,517
LEWIS N. CLARK AND DESIGN	1,653,413
LEWIS N. CLARK AND DESIGN	1,742,872
LEWIS N. CLARK LOGO	2,111,895
LEWIS N. CLARK LOGO	2,437,061
LEWIS N. CLARK LOGO	2,437,079
LEWIS N. CLARK LOGO	2,438,512
LEWIS N. CLARK LOGO	2,438,513
LEWIS N. CLARK LOGO	2,437,067
LEWIS N. CLARK TRAVEL ACCESSORIES	2,104,997
LUGGAGE CADDY (AND DESIGN)	1,027,961
SUCCESSFUL JOURNEYS BEGIN WITH WISE CHOICES	2,419,812
THE ORIGINAL NECKREST	1,618,206
TRAV-A-BELT	1,547,388

**TABLE B
(PENDING APPLICATIONS)**

Trademark	Serial No.
A CLASS	75/590,222
ADVENTURE CLASS	75/592,508
CASUAL BASICS	76/250,772
CASUAL BASICS	76/250,883
I CLASS	75/767,604
LEWIS N. CLARK	76/133,652
LEWIS N. CLARK	76/133,650
LEWIS N. CLARK	76/256,716
LEWIS N. CLARK	76/133,706
LEWIS N. CLARK	76/134,098
LEWIS N. CLARK	76/133,962
LEWIS N. CLARK	76/133,711
LEWIS N. CLARK	76/133,974
LEWIS N. CLARK	76/133,533
LEWIS N. CLARK	76/133,707
LEWIS N. CLARK	76/133,705
LEWIS N. CLARK	76/133,709
LEWIS N. CLARK	76/133,712
LEWIS N. CLARK	76/133,961
LEWIS N. CLARK INTERNATIONAL	75/767,602
LEWIS N. CLARK LOGO	76/133,912
LEWIS N. CLARK LOGO	76/134,097
LEWIS N. CLARK LOGO	76/133,972
LEWIS N. CLARK LOGO	76/133,987
LEWIS N. CLARK LOGO	76/133,960
LEWIS N. CLARK LOGO	76/133,674
LEWIS N. CLARK LOGO	76/133,959
LEWIS N. CLARK LOGO	76/133,451

Trademark	Serial No.
LEWIS N. CLARK LOGO	76/133,710
LEWIS N. CLARK LOGO	76/133,651
LEWIS N. CLARK LOGO	76/133,653
LEWIS N. CLARK LOGO	76/134,082
LEWIS N. CLARK LOGO	76/133,991
LEWIS N. CLARK LOGO	76/133,971
LEWIS N. CLARK LOGO	76/133,958
T CLASS	75/487,057
TRAVEL CLASS	75/503,144

Form **BCA-10.30**

ARTICLES OF AMENDMENT

(Rev. Jan. 1999)

File # 5506 7708

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

FILED

SUBMIT IN DUPLICATE

OCT 04 2001

**This space for use by
Secretary of State**

Date 10-4-01

Franchise Tax \$

Filing Fee* \$25.00

Penalty \$

Approved: KK

Remit payment in check or money order, payable to "Secretary of State."

The filing fee for restated articles of amendment - \$100.00

http://www.sos.state.il.us

**JESSE WHITE
SECRETARY OF STATE**

1. CORPORATE NAME: L.C. Industries, Inc. (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on September 21,
(Month & Day)

2001 in the manner indicated below. ("X" one box only)
(Year)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

Smerling, Inc.

(NEW NAME)

All changes other than name, include on page 2
(over)

Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

N/A

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated September 21, 2001
 (Month & Day) (Year)

attested by Rae L. Smerling
 (Signature of Secretary or Assistant Secretary)
Rae L. Smerling, Secretary
 (Type or Print Name and Title)

L.C. Industries, Inc.
 (Exact Name of Corporation at date of execution)

by [Signature]
 (Signature of President or Vice President)
Michael Smerling, President
 (Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, _____
 (Month & Day) (Year)

