

09-11-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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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): Varnco Holdings Inc. G.V.O.I. Individual(s) Association General Partnership Limited Partnership [X] Corporation-State Delaware Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: Varn International, Inc. Internal Address: P.O. Box 1101 Street Address: 8 Allerman Road City: Oakland State: NJ Zip: 07436 Individual(s) citizenship Association General Partnership Limited Partnership [X] 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 [X] Change of Name [] Other Execution Date: February 14, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1649863 40E Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kimberly Gambrel Internal Address: Killworth Gottman Hagan & Schaeff, L.L.P. One Dayton Centre, Suite 500 Street Address: One South Main Street City: Dayton State: OH Zip: 45402

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [X] 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. Kimberly Gambrel Sept. 4, 2001 Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: 3

09/10/2001 LNUELLER 00000231 1649863 40.00 DP 01 FC:401

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

TRADEMARK REEL: 002364 FRAME: 0222

State of Delaware
Office of the Secretary of State

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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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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/14/2001
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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, docs 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 Lookerman 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.

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