

09-25-2001

HEET



LY

101853984

Tab settings

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

1. Name of conveying Party(ies):

Z Cutlery Inc.

- Individual(s)
- General partnership
- Corporation-State New York
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance

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

Execution Date: June 7, 2000

2. Name and address of receiving Party(ies)

Name: InternationalCutlery.com, Inc.

Internal Address: New York, New York

Street Address: 367 Madison Avenue

City: New York State: NY ZIP: 10017

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No's

1,170,683

Additional numbers attached? Yes No

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

Name: Charles T.J. Weigell

Internal Address: Bryan Cave LLP
245 Park Avenue
New York, NY 10167

Street Address: 245 Park Avenue

City: New York State: NY ZIP: 10167

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:
02-4467 - To be charged in the event of any deficiency in the fee presented herewith

(Attach) duplicate copy of this page if paying by deposit account

DO NOT USE THIS SPACE

9. State 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.

Charles T.J. Weigell

September 17, 2001

Name of Person Signing

Signature

Date

09/24/2001 DBYRME 00000037 1170683

Total number of pages including this cover sheet and any attachments: 6

01 FC-481 40.00 DP

Do not detach this portion

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

Commissioner of Patents and Trademarks
Box Assignments
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.

TRADEMARK

REEL: 002372 FRAME: 0617

F 000608000098

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
Z CUTLERY INC.

UNI-37

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President of the corporation, hereby certifies:

FIRST: The name of the corporation is

Z CUTLERY INC.

SECOND: That the Certificate of Incorporation was filed by the Secretary of State of New York on the second day of March, 2000.

THIRD: That the amendment to the Certificate of Incorporation effected by this Certificate is as follows:

Paragraph FIRST of the Certificate of Incorporation, relating to the corporate name of the corporation, is hereby by amended to read as follows:

"FIRST: The name of the corporation is

InternationalCutlery.com, Inc."

FOURTH: That the amendment to the Certificate of Incorporation was authorized by the unanimous written consent of all of its directors, followed by the unanimous written consent of all of its shareholders entitled to vote thereon.

IN WITNESS WHEREOF, I hereunto sign my name this seventh day of June, 2000.

S/JOEL J. SILVER
Joel J. Silver, President

1

F 000608000 098

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
Z CUTLERY INC.

UNI-37

Under Section 805 of the Business Corporation Law

Sherman Citron & Karasik
152 West 57th Street
New York, NY 10019

Customer Reference #: INTER09889

JUN 7 4 15 PM '00

RECEIVED

FILED
JUN 8 8 45 AM '00

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 08 2000
TAXS
BY: SAC
WY

2 DRAWDOWN
000608000 099