

10-18-2001



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

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TRADEMARKS ONLY

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):

ALLOY ONLINE

10-9-01

- Individual(s)
- General Partnership
- Corporation-State
- 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: AUGUST 7, 2001

2. Name and address of receiving party(ies)

Name: ALLOY, INC.

Internal

Address:

Street Address: 151 W. 26TH ST, 11TH FL

City: NY State: NY Zip: 10001

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2442022

Additional number(s) attached Yes No

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

Name: GALLIT SCHULLER, ESQ.

Internal Address:

TD1AZ3 06006081 8442622

Street Address: 140 RIVERSIDE DR. #4C

City: NY State: NY Zip: 10024

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.

GALLIT SCHULLER, ESQ.

Name of Person Signing

Signature

Oct. 02, 2001

Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
REEL: 002384 FRAME: 0418

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 "ALLOY ONLINE, INC.", CHANGING ITS NAME FROM "ALLOY ONLINE, INC." TO "ALLOY, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF AUGUST, A.D. 2001, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1285133

DATE: 08-08-01

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ALLOY ONLINE

1001-01-2001 12:07

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REEL: 002384 FRAME: 0419

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
ALLOY ONLINE, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Alloy Online, Inc.
2. The certificate of incorporation of the Corporation is hereby amended by deleting Section 1 thereof in its entirety and substituting the following therefor in lieu thereof:

"FIRST: The name of the corporation is:

ALLOY, INC."

3. The certificate of incorporation of the Corporation is hereby amended by deleting the first paragraph of Section 4 thereof in its entirety and substituting the following therefor in lieu thereof:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 60,000,000 shares, consisting of 50,000,000 shares of common stock, par value \$.01 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock")."

4. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed this 6th day of August, 2001.

By: /s/ James K. Johnson, Jr.
James K. Johnson, Jr.
President and Chief Operating Officer

KBG 22015021

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 08/07/2001
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TOTAL P.02