

10-18-2001



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

RE

101877424

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

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

1. Name of conveying party(ies): ALLOY DESIGNS, INC 10-9-01
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ALLOY, INC. (VIA ALLOY ONLINE INC)
Internal
Address:
Street Address: 151 W. 26TH ST, 11th FL
City: NEW YORK 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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: SEE ATTACHED

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2229184 2288780 2303290
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: 140 RIVERSIDE DR #4C NEW YORK NY 10024
Street Address: 140 RIVERSIDE DR #4C
City: NY State: NY Zip: 10024

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41) \$ 90.00
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. Signature Date: Oct 2 2001

Total number of pages including cover sheet, attachments, and document: 6

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

10/17/2001 TDI421 00000086 2229184

01 FD:48 40.00 EP
02 FD:48 50.00 EP

TRADEMARK REEL: 002384 FRAME: 0429

The conveying party, ALLOY DESIGNS, INC., changed its name pursuant to a Certificate of Amendment of Restated Certificate of Incorporation filed March 5, 1999 (attached hereto). The name was amended to: ALLOY ONLINE, INC.

On August 7, 2001, the corporation ALLOY ONLINE, INC. changed its name pursuant to a Certificate of Amendment of Certificate of Incorporation of Alloy Online, Inc. to: ALLOY, INC. (Certificate is attached hereto.)

Accordingly, all registrations in the name of ALLOY DESIGNS, INC. should now be registered in the name of ALLOY, INC.

*State of Delaware*  
*Office of the Secretary of State*    PAGE 1

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I, EDWARD J. FREEL, 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 DESIGNS, INC.", CHANGING ITS NAME FROM "ALLOY DESIGNS, INC." TO "ALLOY ONLINE, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

\_\_\_\_\_  
Edward J. Freel, Secretary of State

2584406 8100  
991086967

AUTHENTICATION: 9612796  
DATE: 03-05-99

TRADEMARK

REEL: 002384 FRAME: 0431

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/05/1999  
991086967 - 2584406

**CERTIFICATE OF AMENDMENT**  
**OF**  
**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**ALLOY DESIGNS, 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 striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

FIRST: The name of the corporation (hereinafter called the "Corporation") is  
**Alloy Online, Inc.**

3. 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 4<sup>th</sup> day of March, 1999.

  
James K. Johnson, Jr.  
President

TRADOC3: 1176994.i (5862011.doc)

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

2584406 8100

AUTHENTICATION: 1285133

010386706

DATE: 08-08-01

**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

MSB 82015021

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