

12-05-2001



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

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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): DESGRIPPES CATO GOBE, INC. 175-01 [checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State New York, Other] Additional name(s) of conveying party(ies) attached? [checkboxes] Yes [checkbox] No

2. Name and address of receiving party(ies) Name: DESGRIPPES GOBE, INC. Internal Address: Street Address: 411 Lafayette Street City: New York State: NY Zip: 10003 [checkboxes for 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: [checkboxes] Yes [checkbox] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [checkboxes] Yes [checkbox] No

3. Nature of conveyance: [checkboxes for Assignment, Merger, Security Agreement, Change of Name, Other] Execution Date: June 26, 1997

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,973,085 Additional number(s) attached [checkboxes] Yes [checkbox] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Vincent A. Balardi Internal Address: Morgenthau & Greenes, LLP Street Address: 575 Lexington Avenue 31st Floor City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [checkboxes for 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.

MARC GOBE

Name of Person Signing

Signature

Date

11-26-01

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

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

12/05/2001 DBYRNE 00000110 1973085

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TRADEMARK REEL: 002402 FRAME: 0341

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
DESGRIPPES CATO GOBE, INC.**

Under Section 805 of the Business Corporation Law

Filed by: *Morgenthau, Greenes, Goldfarb
& Aronauer, P.C.*

Address: *575 Lexington Avenue, 31st Floor
New York, NY 10022*

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
DESGRIPPES CATO GOBE, INC.**

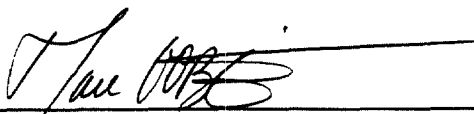
Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary of Desgrippes Cato Gobe, Inc., hereby certify the following:

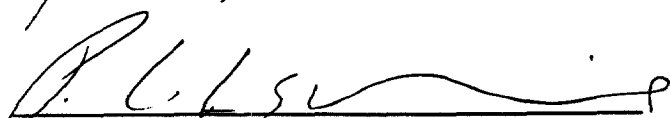
1. The name of the corporation is Desgrippes Cato Gobe, Inc. The name under which the corporation was originally formed was Cato DBG, Incorporated.
2. The Certificate of Incorporation was filed by the Department of State on November 14, 1985.
3. The amendment to the Certificate of Incorporation of the corporation effected by this Certificate of Amendment is to change the corporate name.
4. To accomplish the foregoing amendment, Paragraph 1 of the Certificate of Incorporation is amended to read in its entirety as follows:

"1. The name of the corporation is Desgrippes Gobe, Inc."
5. The foregoing amendment to the Certificate of Incorporation was authorized first, by vote of the Board of Directors and then at a meeting of shareholders by vote of a majority of all the outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have executed this document on the 11th day of June, 1997, and do hereby affirm under penalties of perjury that the statements contained herein have been examined by the undersigned and are true and correct.



MARC GOBE, President



PETER LEVINE, Secretary

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME : DESGRIPPE GORE, INC.

DOCUMENT TYPE : AMENDMENT (DOMESTIC BUSINESS)
NAME

COUNTY: NEWY

SERVICE COMPANY : GERALD WEINBERG, INC.

SERVICE CODE: 14

FILED: 06/26/1997 DURATION: ***** CASH #: 970626000625 FILM #: 970626000588

ADDRESS FOR PROCESS



REGISTERED AGENT

FILER

MORGENTHAU, GREENES, GOLDFARB &
ARONAUER, P.A.
575 LEXINGTON AVENUE, 31ST FLOOR
NEW YORK, NY 10022

FEE	AMOUNT	PAYMENTS	AMOUNT
FILING	60.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	BILLED	85.00
COPIES	0.00		
HANDLING	25.00	REFUND	0.00
TOTAL	85.00		