

01-07-2002

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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):

World Publications, Inc.

123101

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other: Limited Liability Company

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

3. Nature of conveyance:

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

Execution Date: November 9, 2001

2. Name and address of receiving party(ies)

Name: World Publications, LLC

Internal Address:

Street Address: 460 North Orlando Ave. STE 200

City: Wintert Park State: FL Zip: 32789

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, 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) 78070174, 78048098, 76165615, 78060306

B. Trademark Registration No.(s) 2305014, 2303706, 2349151, 2350990, 2350989, 2350988, 1854625, 2468559, 1882124, 1607444, 1803247, 2264599, 2264598

Additional number(s) attached Yes No

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

Name: Jay Kohn

Internal Address:



12-31-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #73

Street Address: 460 North Orlando Ave. STE 200

City: Wintert Park State: FL Zip: 32789

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41) \$ 440.00

- 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.

Jay Kohn Name of Person Signing

Signature

Dec 28, 2001 Date

Total number of pages including cover sheet, attachments, and document: 11

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

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TRADEMARK REEL: 002417 FRAME: 0336

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KEY HOLDINGS, INC.**

KEY HOLDINGS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: Pursuant to written resolution of the Board of Directors of KEY HOLDINGS, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be and is hereby amended by deleting Article FIRST thereof in its entirety and by substituting in lieu thereof the following:

FIRST: The name of the corporation is Key Essentials, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a Consent by Stockholders in Lieu of Special Meeting of said corporation was duly created and produced, in accordance with Section 228 of the General Corporation Law of the State of Delaware, on which Consent have been placed signature representing the necessary number of shares as required by statute in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provision of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, KEY HOLDINGS, INC., has caused this certificate to be signed by Steven L. Rist, its Assistant Secretary, this 5th day of May, 2000.

KEY HOLDINGS, INC.

By: _____

Steven L. Rist, Assistant Secretary