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

U.S. Patent & TMO/TM Mail Rcpt Dt. #11

101999506

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

1. Name of conveying party(ies):

DREAMLIFE, INC.

2-11-02

- Individual(s) Association
 - General Partnership Limited Partnership
 - Corporation – State of Delaware
 - Other _____
- Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name: EOS INTERNATIONAL, INC.
 Internal Address:
 Street Address: 888 Seventh Avenue
 City: New York State: New York
 ZIP: 10106

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Certificate of Amendment –
Name Change
- Other _____

Execution Date: December 31, 2001

- Individual(s) citizenship _____
 - Association _____
 - General Partnership _____
 - Limited Partnership _____
 - Corporation – State of Delaware
 - Other _____
- If assignee is not domiciled in the United States, a domestic representative is attached Yes No

Additional name(s) & address(es) attached? Yes No

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

If this document is being filed together with a new application, the execution date of the application is:

- A. Trademark Application No.(s) 75/980,389, 75/831,370, 75/831,371, 75/831,372, 75/831,373, 75/831,374, and 75/831,252
- B. Trademark Registration No.(s) _____

Additional numbers attached? Yes No

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

Name: Bradford S. Breen
 Internal Address: Orrick, Herrington & Sutcliffe LLP
 Street Address: 666 Fifth Avenue
 City: New York State: New York ZIP: 10103

6. Total number of applications and registrations involved: [7]

- 7. Total fee (37 CFR 3.41).....\$ 190.00
- Enclosed
- Authorized to be charged to deposit account for any deficiency in fees

8. Deposit account number: 15-0665

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

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01 TC:481 40.00 DP
 02 TC:482 150.00 DP

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.

Bradford S. Breen, Esq.
Name of Person Signing

February 7, 2002
Date

Total number of pages including cover sheet, attachments, and document: [4]

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

W

Delaware

PAGE 1

The First State

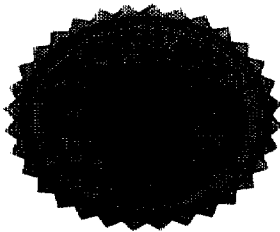
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DREAMLIFE, INC.", CHANGING ITS NAME FROM "DREAMLIFE, INC." TO "EOS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 10:30 O'CLOCK A.M.

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AUTHENTICATION: 1598122

DATE: 02-06-02



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

TRADEMARK
REEL: 002451 FRAME: 0786

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
DREAMLIFE, INC.

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

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation of dreamlife, inc. filed March 7, 1986, as amended, be amended by striking out Article FIRST thereof and substituting in lieu of said Article FIRST the following new Article:

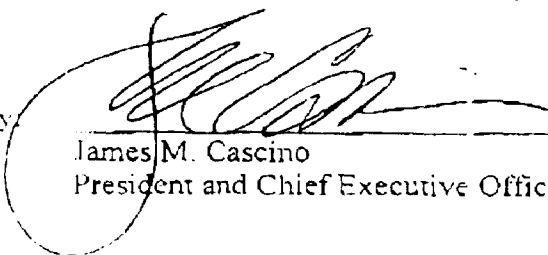
"FIRST: The name of the corporation (hereinafter called the "Corporation") is Eos International, Inc."

and further providing that the proposed amendment to the Restated Certificate of Incorporation be presented to the stockholders of said corporation for consideration a special meeting of stockholders.

SECOND: Pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment of the Restated Certificate of Incorporation herein certified

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware and Article Nine of the Restated Certificate of Incorporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 31st day of December, 2001

By 
James M. Cascino
President and Chief Executive Officer

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