

03-13-2002

U.S. RECORDATION F



rk Office

To the Honorable Commissioner of Patents and Trademarks

102013918

Original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Sage U. S. Holdings, Inc.

2. Name and Address of Party(ies) receiving an interest:

Best U.S. Holdings, Inc.
17950 Preston Road
Suite 800
Dallas, Texas 75252

2002 FEB 19 AM 11:15
FINANCE SECTION

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other

- Association
- Limited Partnership

- Individual
- General Partnership
- Corporation - Delaware
- Other
- Citizenship

- Association
- Limited Partnership

2.19.02

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other

- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: September 11, 2001

4. Application number(s) or registration number(s). Additional sheet attached?

Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,945,826; 2,387,235; 1,982,312; 1,647,931; 2,056,050; 2,466,623 and 2,056,051

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

Name: Pamela S. Ratliff, Esq.
Baker Botts L.L.P.
Street Address: 2001 Ross Avenue, Suite 600
City: Dallas
State: Texas Zip: 75201-2980

6. Number of applications and registrations involved: 7

7. Amount of fee enclosed or authorized to be charged: \$190.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): 502147

DO NOT USE THIS SPACE

03/12/2002 DBYRNE 00000265 502147 1945826

01 FC:481 40.00 CH
02 FC:482 150.00 CH

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.

Name of Person Signing Pamela S. Ratliff

Signature *Pamela S. Ratliff*

Date February 19, 2002

Total number of pages including cover sheet

3

OMB No. 0651-0011 (exp. 4/94)

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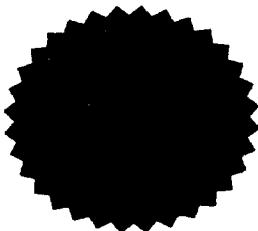
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Delaware

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 "SAGE U.S. HOLDINGS, INC.", CHANGING ITS NAME FROM "SAGE U.S. HOLDINGS, INC." TO "BEST U.S. HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2001, AT 3 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2257068 8100

AUTHENTICATION: 1613538

020098701

DATE: 02-14-02

TRADEMARK
REEL: 002459 FRAME: 0652

**CERTIFICATE OF AMENDMENT
OF CERTIFICATION OF INCORPORATION OF
SAGE U.S. HOLDINGS, INC.**

Sage U.S. Holdings, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

- 1. This amendment to the Corporation's Certification of Incorporation set forth in the following resolution was proposed by the Corporation's Board of Directors and approved by all of the Corporation's shareholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by substituting the following language in the existing paragraph First:

"The name of this Corporation is Best U.S. Holdings, Inc."

FURTHER RESOLVED, that except as amended hereby, the Certificate of Incorporation of the Corporation, be and remain in full force and effect.

IN WITNESS WHEREOF, Sage U.S. Holdings, Inc. has caused this Certificate to be signed and attested by its duly authorized officers this 11th day of September, 2001.

Sage U.S. Holdings, Inc.

BY: 
Scott R. Jones
As its Secretary

Attest:

BY: 
Kevin Taggart
As its President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 09/25/2001
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TOTAL P 02