

03-14-2002



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RCE

(Rev. 03/01)

OMB No. 0651-0027 (exp. 03/31/2002)

2002 FEB 15

TRADEMARKS

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Trademark Office

Tab settings

FINANCE SECTION

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

1. Name of conveying party(ies):

BUYandHOLD, Inc.

2.15.02

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Far Hills, Inc.

Internal

Address:

Street Address: 375 Raritan Center Parkway

City: Edison State: NJ Zip: 08837

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

Execution Date:

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

A. Trademark Application No.(s)

76/181331

76/181332

B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

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

Name: Olshan Grundman Frome Rosenzweig & Wolosky LLP

Internal Address:

Street Address: 505 Park Avenue

City: New York State: New York Zip: 10022

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00

- 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.

Randy M. Friedberg

Name of Person Signing

Signature

February 13, 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 Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/13/2002 TDIAZ1 00000118 76181331

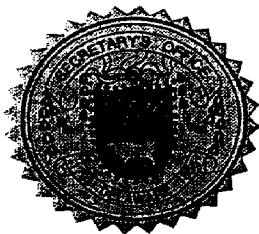
01 FC:481  
02 FC:482

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25.00 OP

## *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 "BUYANDHOLD, INC.", CHANGING ITS NAME FROM "BUYANDHOLD, INC." TO "FAR HILLS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2002, AT 4 O'CLOCK P.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

AUTHENTICATION: 1577159

DATE: 01-24-02

2971247 8100

020049397

**TRADEMARK**  
**REEL: 002460 FRAME: 0414**

**CERTIFICATE OF AMENDMENT**  
**OF THE**  
**THIRD AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**BUYANDHOLD, INC.**

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Pursuant to Sections 228 and 242 of  
the General Corporation Law of the  
State of Delaware

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BUYANDHOLD, INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the corporation is BUYandHOLD, Inc. (the "Corporation").
2. The Third Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by striking out Article I thereof and by substituting in lieu of the following:

"ARTICLE I: The name of this corporation is Far Hills, Inc."

3. The Amendment to the Third Amended and Restated Certificate of Incorporation of the Corporation effected by this Certificate was duly authorized by the Board of Directors of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, and by the affirmative vote of the holders of a majority of the Corporation's outstanding capital stock entitled to vote thereon by written consent in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

335602.1

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:00 PM 01/24/2002  
020049397 - 2971247

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**TRADEMARK**  
**REEL: 002460 FRAME: 0415**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of BUYandHOLD, Inc. on this 24th day of January, 2002.

BUYANDHOLD, INC.

By /s/ Peter E. Breen  
Peter E. Breen, Chief Executive Officer

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