

04-11-2002

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



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

Tab settings

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

1. Name of conveying party(ies):

In a Lather, Inc. 3-29-02

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

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

3. Nature of conveyance:

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

Execution Date: January 7, 2000

2. Name and address of receiving party(ies)

Name: Primal Elements, Inc.

Internal Address: _____

Address: _____

Street Address: 12472 Edison Way
Garden

City: Grove State: CA Zip: 92841

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State California

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)

B. Trademark Registration No.(s)

2,373,285

Additional number(s) attached Yes No

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

Name: Kit M. Stetina

Internal Address: _____

Street Address: 75 Enterprise, #250

Aliso

City: Viejo State: CA Zip: 92656

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00

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.

Kit M. Stetina

Name of Person Signing

Signature

March 21, 2002

Date

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

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

04/10/2002 TDIAZ1 00000263 2373285

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40.00

TRADEMARK
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ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FEB -3 2000

ALL JONES, SECRETARY OF STATE

SCOTT FREEMAN and FAITH E. FREEMAN certify:

1. That they are the President and Secretary, respectively, of IN A LATHER, INC..

2. That at a Meeting of the Board of Directors of said corporation duly held on January 7, 2000 at Garden Grove, California, the following Resolution was adopted:


Article ONE is amended to read as follows:

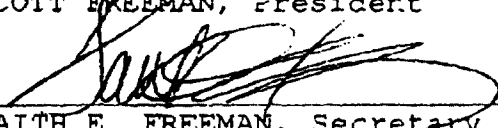
"The name of this corporation is
PRIMAL ELEMENTS, INC."

3. That the foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATED: January 7, 2000



SCOTT FREEMAN, President


FAITH E. FREEMAN, Secretary

