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

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): 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

2. Name and address of receiving party(ies)
Name: PRIMAL ELEMENTS, INC.
Internal Address:
Street Address: 12472 Edison Way Garden Grove
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: Jan. 7, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/045,248
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

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 Viejo CA Zip: 92656

6. Total number of applications and registrations involved: 1
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 Signature Date March 21, 2002
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 2
Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002481 FRAME: 0573

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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

BILL 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:

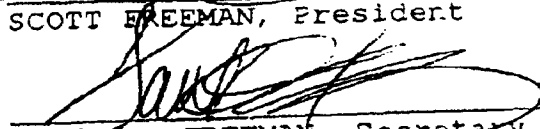
"The name of this corporation is
PRIMAL ELEMENTS, INC."

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

