

04-23-2002



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

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

Tab settings

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

1. Name of conveying party(ies): Varnco Holdings, Inc.

4-11-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, 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: February 13, 2001

2. Name and address of receiving party(ies)

Name: Varn International, Inc.

Internal

Address:

Street Address: 8 Allerman Road

City: Oakland State: NJ Zip: 074336

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1394569; 2179560; 1329244; 1661335; 1331489; 1329131

Additional number(s) attached Yes No

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

Name: Kimberly Gambrel

Internal Address:

Killworth Gottman Hagan & Schaeff, L.L.P.

Street Address: One South Main Street, Suite 500

One Dayton Centre

City: Dayton State: OH Zip: 45402

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

- 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.

Kimberly Gambrel

Name of Person Signing

Signature

Date

4-1-02

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

04/22/2002 DBYRME 00000099 1394569

01 FC:481 02 FC:482

40.00 125.00

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

TRADEMARK REEL: 002488 FRAME: 0448

State of Delaware
Office of the Secretary of State PAGE 1

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 "VARNCO HOLDINGS INC.", CHANGING ITS NAME FROM "VARNCO HOLDINGS INC." TO "VARN INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3333408 8100

AUTHENTICATION: 1428439

010548578

DATE: 11-05-01

TRADEMARK
REEL: 002488 FRAME: 0449

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
VARNCO HOLDINGS INC.

Varnco Holdings Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the Corporation is Varnco Holdings Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Articles First and Second thereof and by substituting in lieu of said Articles the following new Articles:

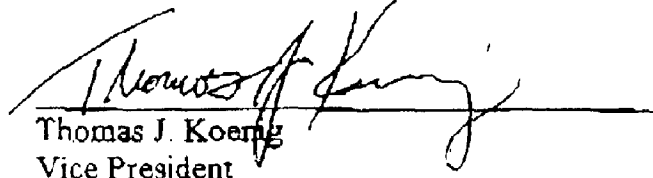
"FIRST: The name of the Corporation is Varn International, Inc.

SECOND: The Corporation's registered office in the State of Delaware is at 9 East Loockerman Street, Suite 1B, Dover, Delaware 19901; County of Kent. The name of its registered agent at such address is National Registered Agents, Inc."

3. The amendments of the Certificate of Incorporation have been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed as of the 13th day of February, 2001.

VARNCO HOLDINGS INC.


Thomas J. Koering
Vice President