



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

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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): Pardee Construction Company b=7-02
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State California
Other
Additional name(s) of conveying party(ies) attached? Yes [] No [X]

2. Name and address of receiving party(ies)
Name: Pardee Homes
Internal
Address:
Street Address: 10880 Wilshire Blvd., Ste. 1900
City: Los Angeles State: CA Zip: 90024
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State California
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes [] No [X]
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes [] No [X]

3. Nature of conveyance:
Assignment Merger
Security Agreement [X] Change of Name
Other
Execution Date: February 28, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1,972,012 and 1,983,772
Additional number(s) attached Yes [] No [X]

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Ming-chu C. Rouse
Internal Address: Sandler and Rosen, LLP
Street Address: 1801 Avenue of the Stars, Suite 510
City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41).....\$ 65.00
[X] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Pardee Homes, formerly known as Pardee Construction Company
By: David Scoll Signature Date May 22, 2002
David Scoll, Senior Vice President
Total number of pages including cover sheet, attachments, and document: 3

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

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 01 2002

Secretary of State



FEB 28 2002

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of Pardee Construction Company, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

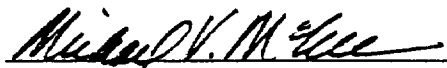
ARTICLE I

The name of this corporation is and shall be: Pardee Homes.

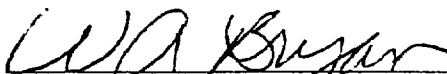
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is thirty (30). 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.

DATE: January 31, 2002



Michael V. McGee, President



William A. Bryan, Secretary

