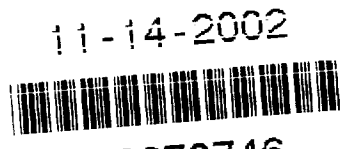


11/14/02



its or copy thereof.  
es):

1. Name of conveying party(ies):  
 New Bits & Pieces, Inc.  
 214 Lincoln Street  
 Allston, MA 02134

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - Delaware  
 Other: \_\_\_\_\_  
 Additional name(s) of conveying party(ies)  
 attached? Yes      X No

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                      X Change of Name  
 Other

Execution Date: October 31, 1997

102279746

Name: Bits & Pieces, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 214 Lincoln Street  
 City: Allston      State: MA      Zip: 02134

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - 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      X No

4. Application number(s) or registration numbers(s):  
 Trademark Application No.

B. Trademark Registration No. 1,707,502

Additional numbers attached?  Yes      X No

5. Name and address of party to whom correspondence concerning  
 document should be mailed:  
 Name: Michelle A. Massicotte, Esq.  
 Internal Address: Hinckley, Allen and Snyder LLP  
 \_\_\_\_\_  
 Street Address: 28 State Street  
 \_\_\_\_\_  
 City: Boston      State: MA      Zip: 02109

6. Total number of applications and  
 registrations involved:                      [ 1 ]

7. Total fee (37 CFR 3.41)                      \$40  
 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.*

\_\_\_\_\_ Michelle A. Massicotte, Esq. \_\_\_\_\_  
Signature 11/13/02  
Date

Total number of pages comprising cover sheet [ 1 ]

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:  
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02 FC:8523                      120.00 OP

# Delaware

PAGE 1

*The First State*

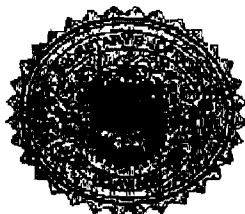
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BITS & PIECES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NEW BITS & PIECES, INC." TO "BITS & PIECES, INC.", FILED THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1997, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2810706 B100H

AUTHENTICATION: 2068793

020677580

DATE: 11-01-02

TRADEMARK  
REEL: 2576 FRAME: 0169

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:01 AM 10/31/1997  
971371093 - 2810706

CERTIFICATE OF AMENDMENT  
TO  
THE CERTIFICATE OF INCORPORATION  
OF  
NEW BITS & PIECES, INC.

---

Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware

---

NEW BITS & PIECES, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: that the following resolutions were duly adopted by unanimous written consent of the Board of Directors of the Corporation, setting forth proposed amendments to the Certificate of Incorporation of the Corporation and declaring such amendments to be advisable and directing that such amendments be submitted to the stockholders of the Corporation for their approval. The resolutions are as follows:

"RESOLVED, that there is hereby adopted an amendment to the Corporation's Certificate of Incorporation pursuant to which the name of the Corporation shall be changed to Bits & Pieces, Inc., and, in connection with such change, Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

'FIRST: The name of the Corporation is  
BITS & PIECES, INC.'

RESOLVED that the Board of Directors declares the foregoing amendment to the Corporation's Certificate of Incorporation to be advisable and directs that the amendment be submitted to the stockholders of the Corporation for their approval pursuant to Section 242(b) of the General Corporation Law of the State of Delaware."

SECOND: that the Amendment of the Certificate of Incorporation effected by this Certificate was duly authorized by the stockholders of the Corporation, after first having been declared advisable by the Board of Directors of the Corporation, all in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

\* \* \* \* \*

IN WITNESS WHEREOF, NEW BITS & PIECES, INC. has caused this Certificate to be signed by Malcolm Appelbaum, its President, who hereby acknowledges under penalties of perjury that the facts herein stated are true and that this certificate is the act and deed of the Corporation, this 31st day of October, 1997.

NEW BITS & PIECES, INC.

By   
Name: Malcolm Appelbaum  
Title: President

302273.1

\*\* TOTAL PAGE .09 \*\*

RECORDED: 11/14/2002

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