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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):
CHARLES G. SPILO CO. *8-29-02*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State- **CALIFORNIA**
 Other _____
 Add'l name(s) of conveying party(ies) attached? _ Yes **XX** No

2. Name and address of receiving party(ies):
 Name: **SPILO WORLDWIDE, INC.**
 Internal Address: _____ *29*
 Street Address: **585 S. SANTA FE**
 City: **Los Angeles** State: **California** ZIP: **90013-2271**
 Individual(s) citizenship _
 Association _____
 Limited Partnership _
 Corporation - State **CALIFORNIA**
 Other: _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: **JANUARY 11, 1999**

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 **XX** No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 Additional numbers attached? ___ Yes **XX** No

B. Trademark Registration No.(s) **2,068,135;**
2,018,527; 2,028,885

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **ERIC S. HYMAN**
 Internal Address:
BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN
 Street Address: **12400 Wilshire Boulevard**
Seventh Floor
 City: **Los Angeles** State: **CA** ZIP: **90025**

6. Total number of applications and registrations involved: one
 7. Total fee (37 CFR 3.41)\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
02-2666

09/17/2002 GTOM11 0000062 2068135

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
 02 FC:482 50.00 OP

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.

ERIC S. HYMAN

[Signature]
Signature

9/29/02
Date

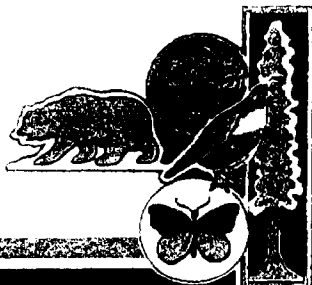
Total number of pages including cover sheet, attachments, and document: 2

Repln. Ref: 09/17/2002 GTOM11 0010012500
 DM:022666 Name/Number:2068135
 FC: 704 \$30.00 CR

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State of California

SECRETARY OF STATE

CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

DEC 22 1995



Secretary of State

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00522131

**CERTIFICATE OF AMENDMENT
 OF
 ARTICLES OF INCORPORATION
 OF
 CHARLES G. SPILO CO.**

ENDORSED-FILED
 In the office of the Secretary of State
 of the State of California
MAR 12 1999
 BILL JONES, Secretary of State

The undersigned certify that:

1. They are the President and Secretary, respectively, of CHARLES G. SPILO CO., a California corporation.
2. Article ^{one} of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is Spilo Worldwide, Inc.

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 of the California Corporations Code. The total number of outstanding shares of the corporation is 25 000. 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.

Date: January 11, 1999

Marc Spilo

 Marc Spilo, President

Ann Spilo

 Ann Spilo, Secretary



** TOTAL PAGE.003 **