

10-16-2002

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

102250484

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

WFD 9-27-02

1. Name of conveying party(ies):

FOREST2MARKET.COM, INC.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: September 11, 2002

2. Name and address of receiving party(ies)

Name: FOREST2MARKET, INC.

Internal Address: Suite 310

Street Address: 2801 Yorkmont Road

City: Charlotte State: NC Zip: 28208

- 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) 76068527
76068526

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Barry Werbin, Esq.

Internal Address: Herrick, Feinstein LLP

Street Address: 2 Park Avenue

City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502332

DO NOT USE THIS SPACE

9. Signature.

Barry Werbin
Name of Person Signing

Signature

September 27, 2002
Date

Total number of pages including cover sheet, attachments, and document: 6

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

10/16/2002 GT011 00000262 502332 76068527

01 FC:8521 40.00 CH
02 FC:8522 25.00 CH

TRADEMARK
REEL: 002599 FRAME: 0143

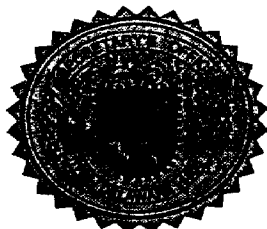
Delaware

PAGE 1

The First State

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 "FOREST2MARKET.COM, INC.", CHANGING ITS NAME FROM "FOREST2MARKET.COM, INC." TO "FOREST2MARKET, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3159469 8100

020568637

AUTHENTICATION: 1978079

DATE: 09-11-02
TRADEMARK

REEL: 002599 FRAME: 0144

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/11/2002
020568637 - 3159469

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
FOREST2MARKET.COM, INC.**

**Filed by: Herrick, Feinstein LLP
2 Park Avenue
New York, New York 10016**

IIFNY2: #642637 v.1 #00757-0016

**TRADEMARK
REEL: 002599 FRAME: 0145**

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FOREST2MARKET.COM, INC.

I, the undersigned, being the Secretary of Forest2Market.com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: The name of the Corporation (hereinafter the "Corporation") is Forest2Market.com, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Delaware Department of State on January 13, 2000.

THIRD: That Article FIRST of the Certificate of Incorporation be and it is hereby amended to read as follows:

"FIRST: The name of this Corporation shall be: Forest2Market, Inc."

FOURTH: That the Board of Directors and Shareholders of the Corporation duly executed a joint resolution setting forth the proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment read as follows:

RESOLVED, that the name of Forest2Market is hereby changed to read:
Forest2Market, Inc.

FIFTH: That said amendment was duly adopted in accordance with the provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware.

[The next page is the signature page].

IN WITNESS WHEREOF, I have signed this certificate this 11th day of
September, 2002.

FOREST2MARKET.COM, INC.

By: /s/ Leo Corbett
Name: Leo Corbett,
Its Secretary

11FNY2: #642637 v.1 #00757-0016

RECORDED: 09/27/2002

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