



01-31-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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): GARDEN WAY INCORPORATED 1-27-03

- Individual(s) Association General Partnership Limited Partnership [X] Corporation-State - NEW YORK 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: DECEMBER 21, 2001

2. Name and address of receiving party(ies) Name: GWI LIQUIDATING COMPANY, INC

Internal Address: ONE GARDEN WAY

Street Address:

City: RENSSELAER State: NY Zip: 12144

- Individual(s) citizenship Association General Partnership Limited Partnership [X] Corporation-State NEW YORK Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,475,642; 1,398,271; 1,194,205; 1,399,204

Additional number(s) attached [] Yes [X] No

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

Name: SHELDON H. KLEIN

Internal Address: ARENT FOX KINTNER

PLOTKIN & KAHN, PLLC

Street Address: 1050 CONNECTICUT AVENUE, N.W.

City: WASHINGTON State: DC Zip: 20036-5339

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00

- [X] Enclosed [X] Authorized to be charged to deposit account

8. Deposit account number:

01-2300

DO NOT USE THIS SPACE

9. Signature.

SHELDON H. KLEIN

Name of Person Signing

Signature

JANUARY 27, 2002

Date

Total number of pages including cover sheet, attachments, and document: 5

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

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State of New York }
Department of State } SS:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **January 14, 2003**



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the seal area.

Secretary of State

F011221000092

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
GARDEN WAY INCORPORATED**

Under Section 805 of the Business Corporation Law.

FIRST: The name of the corporation is: **GARDEN WAY INCORPORATED**

SECOND: The date of filing of the certificate of incorporation with the Department of State is December 21, 1983 under the name, "Macitas, Ltd."


THIRD: The amendment effected by this certificate of amendment is as follows:
Article 1 of the Certificate of Incorporation relating to the corporate name is hereby amended to read in its entirety as follows:

"Article 1. The name of the Corporation is GWI Liquidating Company, Inc."

FOURTH: The certificate of amendment was authorized by the Board of Directors and sole shareholder of Garden Way Incorporated.

GARDEN WAY INCORPORATED

By: _____


William E. Redmond, Jr., President

FO11221000 092

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
GARDEN WAY INCORPORATED

Under Section 805 of the Business Corporation Law

Filer's Name: Craig D. Gear, Esquire

Address: Young Conaway Stargatt & Taylor, LLP

City, State and Zip Code: 1000 West Street
Brandywine Building
17th Floor
Wilmington, DE 19801

ACR-41

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 21 2001
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By: EGM
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