

02-19-2003



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

102367164 TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies): CHEAP HOLDINGS, INC. 2-13-03
Individual(s) Association
General Partnership Limited Partnership
Corporation-State Pennsylvania
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: FIVE BELOW, INC.
Internal Address: Suite 1600
Street Address: 1616 Walnut Street
City: Philadelphia State: PA Zip: 19103
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Pennsylvania
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 8/7/02

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/426,066
76/426065
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: Paul J. Kennedy, Esquire
Internal Address: Pepper Hamilton LLP
3000 Two Logan Square
Street Address: 18th and Arch Streets
City: Philadelphia State: PA Zip: 19103-2799

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41) \$ 65.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 16-1322

DO NOT USE THIS SPACE

9. Signature.
Paul J. Kennedy
Name of Person Signing
Signature
February 13, 2003
Date
Total number of pages including cover sheet, attachments, and document: 4

02/18/2003 LUWELLER 00000018 161322 76426066

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

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

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Entity Number
3050126

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name PEPPER HAMILTON LLP
200 ONE KEYSTONE PLAZA
NORTH FRONT AND MARKET STREETS
City HARRISBURG, PA 17102-1181

Document will be returned to the name and address you enter to the left.

Fee: \$52

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Cheap Holdings, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
400 Berwyn Park, 899 Cassatt Road	Berwyn	Pennsylvania	19312	Chester

(b) Name of Commercial Registered Office Provider	County
c/o	

3. The statute by or under which it was incorporated: PA Business Corporation Law of 1988

4. The date of its incorporation: January 30, 2002

5. Check, and if appropriate complete, one of the following.

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

2002 AUG - 7 PM 4: 07
PA. DEPT. OF STATE

DSCB:15-1915/5915-2

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The name of the corporation is being changed from Cheap Holdings, Inc. to Five Below, Inc.

The registered office of the corporation is being changed from 400 Berwyn Park, 899 Cassatt Road Berwyn, Pennsylvania 19312 to 1616 Walnut Street, Suite 1600, Philadelphia, Pennsylvania 19103

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

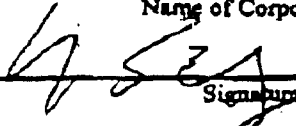
The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

7th day of August, 2002.

Cheap Holdings, Inc.

Name of Corporation



Signature

President

Title

BUREAU USE ONLY:

Revenue Labor & Industry

Other _____

File Code _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (*survivor or new entity if merger or consolidation*):
Cheap Holdings, Inc.

Entity number, if known:

Incorporation/qualification date in PA:

State of Inc:

Federal EIN:

Specified effective date, if any:

Part II. Check proper box:

- Amendment (complete Section A) Merger, Consolidation or Division (complete Section B,C or D)
- Consolidation (complete Section C) Division (complete Section D)
- Conversion (complete Section A & E) Correction (complete Section A)
- Termination (complete Section H) Revival (complete Section G)
- Dissolution before Commencement of Business (complete Section F)

Section A – Check box(es) which pertain to changes:

Name:

Five Below, Inc.

Registered Office: Number & street/RD number & box number City State Zip County

1616 Walnut Street, Suite 1600 Philadelphia PA 19103 Philadelphia

Purpose:

Stock (aggregate number of share authorized): _____ Effective date: _____

Term of Existence: _____ Other: _____

Section B – Merger Complete Section A if any changes to surviving entity:

Merging Entities are: (*attach sheet for additional merging entities*)

Name: _____ Entity #, if known: _____

Effective date: _____ Inc./qual. date in PA. _____ State of Inc. _____

Name: _____ Entity #, if known: _____

Effective date: _____ Inc./qual. date in PA. _____ State of Inc. _____