

03-24-2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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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):

ClubMom, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: February 24, 2003

2. Name and address of receiving party(ies)

Name: CMI Marketing, Inc.

Internal

Address:

Street Address: 401 Park Avenue South, 5th Floor

City: New York State: NY Zip: 10016

- 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) 76/125,793; 78/182,131

B. Trademark Registration No.(s) 2,592,351; 2,608,079; 2,612,646; 2,636,746

Additional number(s) attached Yes No

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

Name Catherine L. Donohue

Internal Address:

Street Address: Gibson, Dunn & Crutcher LLP

4 Park Plaza, Jamboree Center

City: Irvine State: CA Zip: 92614

6. Total number of applications and registrations involved

7. Total fee (37 CFR 3.41) \$165.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

501408

DO NOT USE THIS SPACE

9. Signature.

Catherine L. Donohue

Name of Person Signing

Handwritten signature

Signature

March 12, 2003

Date

Total number of pages including cover sheet, attachments, and documents: 3

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

03/21/2003 ECOOPER 0000096 501408 76125793

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FINANCE SECTION MAR 13 PM 1:45

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
CLUBMOM, INC.**

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

FIRST: That the Board of Directors and a majority of the stockholders of the Corporation duly adopted resolutions providing for the amendment of the Certificate of Incorporation of the Corporation to change the name of the Corporation and declaring said amendment to be advisable. Now, therefore, Article I of the Certificate of Incorporation of the Corporation is amended to read in its entirety as follows:

**"ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is: **CMI Marketing, Inc.**"

SECOND: That the amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

THIRD: That the capital of the Corporation shall not be reduced under or by reason of said amendment.

FOURTH: That the amendment of the Certificate of Incorporation shall become effective as of the date of filing of the amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Certificate of Incorporation of the Corporation to be signed by its Secretary, as of the 5th day of February, 2003.



Michael Sanchez, President

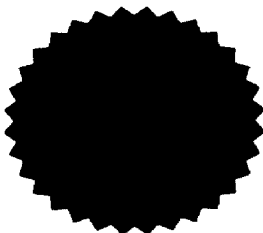
Delaware

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 "CLUBMOM, INC.", CHANGING ITS NAME FROM "CLUBMOM, INC." TO "CMI MARKETING, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2003, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2272365

030116000

DATE: 02-24-03

RECORDED: 03/12/2003

TRADEMARK

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