

4-30-03

05-01-2003

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

REI



102435645

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):
Marshall's, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Massachusetts
 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: August 7, 1996

2. Name and address of receiving party(ies)
Name: Marshall's of MA, Inc.
Internal Address: _____
Address: _____
Street Address: 770 Cochituate Road
City: Framingham State: MA Zip: 01701

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Massachusetts
 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)
B. Trademark Registration No.(s)
2,142,086

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,142,086

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Martha Gayle Barber
Internal Address: Alston & Bird LLP
Street Address: 101 South Tryon Street
Suite 4000
City: Charlotte State: NC Zip: 282804000

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Statement and signature.
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.

Martha Gayle Barber
Name of Person Signing

Martha Gayle Barber
Signature

4-24-03
Date

Total number of pages including cover sheet, attachments, and document: 8

04/30/03 ECOOPER 00000210 2142086

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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

TRADEMARK REEL: 002722 FRAME: 0240

The Commonwealth of Massachusetts

Examiner

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Name
Approved

We, Donald G. Campbell, *President / Vice President,
and Jay H. Meltzer **Clerk / *Assistant Clerk,
of Marshall's, Inc.

(Exact name of corporation)

located at: 770 Cochituate Road, Framingham, MA 01701
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

1

(Number those articles 1, 2, 3, 4, 5, and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on August 7, 19 96, by vote of:

225 shares of Common of 225 shares outstanding,
(type, class & series, if any)
 shares of of shares outstanding, and
(type, class & series, if any)
 shares of of shares outstanding.
(type, class & series, if any)

C
P
N
R.

¹**being at least a majority of each type, class or series outstanding and entitled to vote thereon:/ or ²** being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

95
AUG 21 PM 3:47
SECRETARY OF THE COMMONWEALTH

*Delete the inapplicable words. **Delete the inapplicable clause.
¹ For amendments adopted pursuant to Chapter 156B, Section 70.
² For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

The new name of the corporation shall be: Marshalls of MA, Inc.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____.

SIGNED UNDER THE PENALTIES OF PERJURY, this 7th day of August, 19 96.

_____, *President / * Vice President.
_____, *Clerk / * ~~Assistant Clerk~~.

*Delete the inapplicable words.

547124

069098

THE COMMONWEALTH OF MASSACHUSETTS

95 AUG 21 PM 3:47

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment, and the filing fee in the amount of \$ 100 having been paid, said article is deemed to have been filed with me this 21st day of AUGUST, 19 94

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Corporation Service Company
84 State Street
Boston, MA 02109

(617) 227-9590

TRADEMARK
REEL: 002722 FRAME: 0244

Marshall's, Inc.

Consent of Sole Shareholder

The undersigned, being the sole shareholder of Marshall's, Inc., a Massachusetts corporation (the "Corporation"), hereby consents to the following resolution and agrees that such resolution shall have the same effect as if duly adopted at a meeting of the sole shareholder held for the purpose:

RESOLVED: That the following proposed amendment to the Corporation's Articles of Organization to change the name of the Corporation is hereby approved:

"Article I: The name by which the corporation shall be known is:

Marshalls of MA, Inc."

IN WITNESS WHEREOF, the undersigned has executed this Consent this 7th day of August, 1996.

MARSHALLS OF RICHFIELD, MN., INC.

By:



Jay H. Meltzer, Secretary

MARSHALL'S, INC.

Minutes of a Special Meeting of the Board of Directors
August 7, 1996

On August 7, 1996, a Special Meeting of the Directors of the above-named company was held. The directors present were Donald G. Campbell, Bernard Cammarata and Richard Lesser, being all of the directors.

The Chairman presided. Jay H. Meltzer, Secretary/Clerk, kept the record of the meeting.

Upon motion duly made and seconded, it was unanimously:

RESOLVED: That an amendment (the "Amendment") to Article I of the Company's Articles of Organization is hereby approved and adopted as advisable and in the best interests of the Company, and that Article I shall now read:

"The name by which the corporation shall be known is:

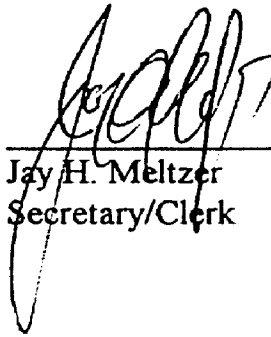
Marshalls of MA, Inc."

RESOLVED: That the officer or officers of the Company be, and they are, hereby severally authorized to direct that the Amendment be submitted to the Company's stockholders for approval, with the Board of Directors' recommendation that the Amendment be approved and adopted by the stockholders; and that promptly after the approval by the Company's stockholders, the officer or officers so acting shall prepare, execute, acknowledge, deliver and file Articles of Amendment to the Company's Articles of Organization with the Secretary of State of the Commonwealth of Massachusetts.

RESOLVED: That, upon filing of the Articles of Amendment, the officer or officers of the Company be, and they are, hereby severally authorized to prepare, execute, acknowledge, and deliver all documents, incur and pay expenses, file all papers, and take all other action each such officer or officers may deem necessary or desirable to reflect such change in the name of the Company, including, but not limited to, the appropriate documents required to be filed with the offices of the Secretary of State of various states in which the Company is qualified to do business.

RESOLVED: That the Chairman and the President of the Company at the time in office are hereby severally authorized on behalf of the Company to approve a new form of common stock certificate reflecting the change in the name of the Company to Marshalls of MA, Inc., which new form of common stock certificate shall be in substantially the form of the existing common stock certificate with such changes from such existing common stock certificate as the officer or officers so acting may approve; that following such approval, a specimen of the new stock certificate shall be filed with the records of this meeting.

There being no further business to come before the meeting, the meeting was adjourned.



Jay H. Meltzer
Secretary/Clerk