

06-04-2003



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Form PTO-1594 (Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

6-2-03 RECORD TRA

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): Mrs. America Productions, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State California, 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: 3/11/2002

2. Name and address of receiving party(ies)

Name: Mrs. America, Inc. Internal Address:

Street Address: 2412 Wilshire Blvd., Suite 204

City: Santa Monica State: CA Zip: 90403

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State California, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,215,178; 2,307,673 and 2,130,222

Additional number(s) attached Yes No

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

Name: Ira M. Siegel

Internal Address: LAW OFFICES OF IRA M. SIEGEL

Street Address: 433 N. Camden Drive, Suite 970

City: Beverly Hills State: CA Zip: 90210

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Ira M. Siegel Name of Person Signing

[Signature] Signature

May 24, 2003 Date

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

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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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03/13/02 13:52 FAX 8164970662 Received 03/13/2002 01:50PM in 01:54 from 9164970662 on line 171 * Pg 3/3
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**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 11 2002

BILL JONES, Secretary of State

David S. Marmel certifies that:

1. He is the President and Secretary of Mrs. America Productions, Inc., a California corporation.

2. Article FIRST of the Articles of Incorporation is amended to read as follows:

"The name of this corporation is Mrs. America Incorporated".

3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the Corporation is 1,000 shares of common stock, which is the only class of stock issued by the Corporation. The number shares of the common stock voting in favor of the Amendment exceeded the vote requirement, which is the affirmative vote of a majority of the outstanding shares of such class.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of my own knowledge.

DATED: February 16, 2002



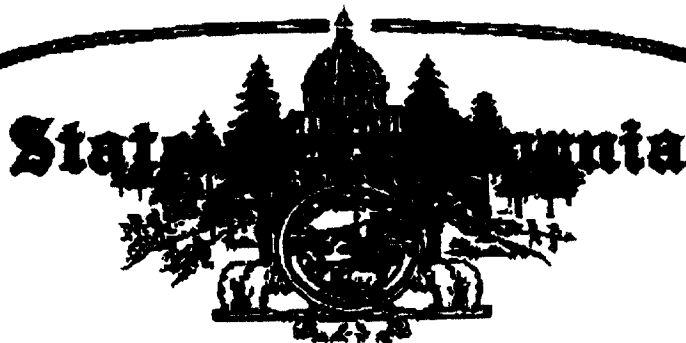
DAVID Z. MARMEL, President



DAVID Z. MARMEL, Secretary



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SECRETARY OF STATE

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 12 2002

Secretary of State

