

6-9-03

06-12-2003

RECORDATION FORM COVER SHEET -- TR



102581459

TO: Director, United States Patent and Trademark Office

PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR A COPY THEREOF.

1. Name and Status of CONVEYING PARTY (No additional conveying parties)

FSR Brokerage, Inc. ✓
(a California corporation)
11611 San Vicente Boulevard
Los Angeles, California 90049

2. Name, Address, Status of RECEIVING PARTY

Vicente Holdings, Inc., ✓
(a California corporation)
11611 San Vicente Boulevard
Los Angeles, California 90049

3. Nature of Conveyance (Assignment, Merger, Name Change)

Certificate of Amendment of Articles of Incorporation of FSR Brokerage, Inc.
California Secretary of State certifying it as a full, true and correct copy

(CHANGE OF NAME)

Execution Date: February 22, 2001 ✓

Filed Secretary of State: February 23, 2001

4. Serial Number(s) / Registration Number(s)

Registration Number 1,228,982 of March 1, 1983 ✓
for LOGO comprising two letter Fs one of which is inverted, and the other letter S in the center.
Registration Number 1,228,983 of March 1, 1983
for FRED SANDS REALTORS together with said LOGO.
Registration Number 1,317,469 of January 29, 1985
for BORDER LOGO comprising two joined letter Ls, one inverted.

5. Contact Information ✓

Fred Flam
P.O. Box 833
Bonsall, California 92003

6. Total Number of Properties: --- THREE ✓

7. Total Fee: -- \$90.00 ✓

8. If discrepancy, charge FRED FLAM

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.

Dated: May 30, 2003
FRED FLAM

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

06/11/2003 BYRNE 00000009 1228982

01 FC:0521
02 FC:0522

40.00 UP
50.00 UP

FINANCE SECTION

JUN 11 4 17 PM '03

RECORDED

OFFICES OF FREDFLAM

INTELLECTUAL PROPERTIES

P.O. Box 833 ♦ Bonsall ♦ California 92003 ♦ USA

VOICE (760) 945-7777 ♦ FAX (760) 945-7775 ♦ E-MAIL FREDFLAM@MARK7777.COM

A0560748

0659705
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
FSR BROKERAGE INC.

FILED DR
In the Office of the Secretary of State
of the State of California

FEB 23 2001

Bill Jones
BILL JONES, Secretary of State

Fred C. Sands and Anne L. Carone hereby certify that:

1. They are the President and Secretary, respectively, of FSR Brokerage Inc., a California corporation (the "Corporation").

2. The Articles of Incorporation of the Corporation are amended on the date of the filing of this Certificate by amending Article I to read in its entirety as follows:

"The name of this Corporation is Vicente Holdings, Inc."

3. The above amendment set forth herein has been duly approved and adopted by the Board of Directors of the Corporation.

4. The above amendment set forth herein has been duly approved by the required vote of the shareholders of the Corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is One Hundred Sixteen (116). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of their own knowledge.

Dated: February 22, 2001

By: *[Signature]*
Fred C. Sands
President

By: *[Signature]*
Anne L. Carone
Secretary



State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, 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

MAY 27 2003



Kevin Shelley
Secretary of State