

06-27-2003



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

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/20)
Tab settings ⇨ ⇨ ⇨ ▼

102484802

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

1. Name of conveying party(ies):

PVA-EPVA, Inc.

6-24-03

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 11, 2003

2. Name and address of receiving party(ies)

Name: PEP Direct, Inc.

Internal

Address:

Street Address: 19 Stoney Brook Drive

City: Wilton State: NH Zip: 03086

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Hampshire
- 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)
76-182,266; 76-182,261; 76-182,260
76-198,023

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: Mark A. Wright

Internal Address:

McLane, Graf, Raulerson & Middleton

Professional Association

Street Address: 900 Elm Street

City: Manchester State: NH Zip: 03105

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

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.

Mark A. Wright, Esquire

Name of Person Signing

Signature

June 23, 2003

Date

5

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

06/26/2003 ECDOPER 00000215 76182266

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

01 FC:8521
02 FC:8522

40.00 DP
75.00 DP

TRADEMARK
REEL: 002765 FRAME: 0552

STATE OF NEW HAMPSHIRE

Filing fee: \$35.00
Use black print or type.
Leave 1" margins both sides.

Form No. 16-A
RSA 293-A:10.07

RESTATED
ARTICLES OF INCORPORATION
INCLUDING DESIGNATED AMENDMENT
OF
PEP Direct, Inc. (formerly named PVA-EPVA, Inc.)

RECEIVED
FEB 11 2003
NEW HAMPSHIRE
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING RESTATED ARTICLES OF INCORPORATION, INCLUDING DESIGNATED AMENDMENT(S):

Name of corporation as presently recorded: PVA-EPVA, Inc.

(Here insert the Restated Articles of Incorporation,
as amended including the Designated Amendments.)

FIRST: The name of the corporation is PEP Direct, Inc.

SECOND: The number of shares the corporation is authorized to issue:

300 shares of Common Stock, no par value.

THIRD: The name of the corporation's registered agent is

CT Corporation System

and the **street address**, town/city (including zip code and post office box, if any) of its initial registered office is (agent's business address)

9 Capitol Street, P.O. Box 1256
Concord, NH 03302-1256

FOURTH: The corporation is empowered to transact any and all lawful business for which corporations may be incorporated under RSA 293-A and the principal purpose or purposes for which the corporation is organized are:

direct mail and caging services

FIFTH: No director or officer of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer, or both, except to the extent that exculpation from liability is not permitted under the New Hampshire Business Corporation Law as in effect at the time such liability is determined. No amendment or repeal of this Article FIFTH shall apply to or have any effect on the liability or alleged liability of any director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

SIXTH: The capital stock will be sold or offered for sale within the meaning of New Hampshire RSA 421-B.

If the amendment(s) provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment(s);

The outstanding 150 shares of Class A Common without par value and 150 shares of Class B Common without par value shall be exchanged for 300 shares of Common Stock, no par value and, concurrently with such exchange, shall be cancelled.

Except for the Designated Amendment(s) to Article(s) (Note 1) First (name change), Second, Third, Fourth and Fifth, the Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as previously amended, and the Restated Articles of Incorporation together with the Amendment(s) designated herein supersede the original Articles of Incorporation and all amendments to the Articles.

First: (check one)

 The restated articles contain amendment(s) adopted by the
board of directors and did not require shareholder approval.

√ The restated articles contain amendment(s) which required shareholder approval.

Second: The amendment(s) were adopted on January 29, 2003.

Third: The amendment(s) were approved by the shareholders.
 (Note 2)


votes Designation (class or series) at <u>of voting group</u>	Number of <u>shares outstanding</u>	Number of votes entitled <u>to be cast</u>	Number of indisputably represented <u>the meeting</u>
Class A Common	150	150	150
Class B Common	160	150	150

Designation of (class or series) of voting group <u>FOR</u>	Total number of votes cast: <u>FOR</u> <u>AGAINST</u>	<u>OR</u>	Total number undisputed <u>votes cast</u>
Class A Common	150		
Class B Common	150		

Fourth: The number cast for the amendment(s) by each voting group was sufficient for approval.

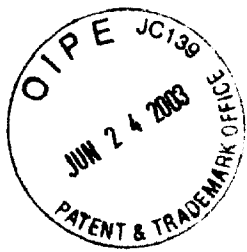
Dated: January 31, 2003

PEP Direct, Inc. (Note 3)

By:  (Note 4)
 Robert L. Nelson
 Chairman of the Board and
 Sole Interim Director

- Notes: 1. Here insert Restated Article NUMBER(S) which are being amended at this time.
2. All sections under "THIRD" must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
 3. Exact corporate name of corporation adopting the restated articles of incorporation.
 4. Signature and title of person signing for the corporation. Must be signed by the chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures.

Mail fee and ORIGINAL and ONE EXACT OR CONFORMED COPY to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989.



McLane

**McLane, Graf,
Raulerson &
Middleton**

Professional Association

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OFFICES IN:
MANCHESTER
CONCORD
PORTSMOUTH
NASHUA

June 23, 2003

VIA OVERNIGHT MAIL

U.S. Patent and Trademark Office
2011 South Clark Place
Customer Window, Mail Stop Assignment Recordation Services
Crystal Plaza Two, Lobby, Room 1B03
Arlington, VA 22202

RE: Application Serial Nos. 76-182,261; 76-182,266; 76-182,260; and 76-198,023

Dear Sir:

Enclosed for recording please find a Recordation Form Cover Sheet with respect to the name change from PVA-EPVA, Inc. to PEP Direct, Inc. I have also enclosed a copy of the Restated Articles of Incorporation as well as the filing fee of \$115.00 to cover four properties.

Please forward any correspondence and documentation relating to this filing, including the Notice of Recordation, to my attention. If you have any questions, please do not hesitate to contact me at (603) 628-1311.

Sincerely yours,

Mark A. Wright

MAW:dj
Enclosure
cc: Hilary Jandl
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RECORDED: 06/24/2003

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