

FORM PTO-1595

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p>OCP Acquisition Corp.</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Bay Travelgear, Inc.</p> <hr/> <p>Address: 8388 E. Hartford Drive Suite 102 Scottsdale, Arizona 85255</p> <hr/> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: May 8, 2003</p>	

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

If this document is being filed together with a new application, the execution date of the application is:

<p>A. Trademark Application No.(s)</p> <p>75/327760</p> <p>75/562215</p>	<p>Filing Date</p> <p>07/18/97</p> <p>09/30/98</p>	<p>B. Registration No.(s)</p> <p>1564519</p> <p>1772380</p>	<p>Reg. Date</p> <p>11/07/89</p> <p>05/18/93</p>
Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Anthoula Pomrening</p> <hr/> <p>Registration No.: 38,805</p> <hr/> <p>Company Name: McDonnell, Boehnen, Hulbert & Berghoff</p> <hr/> <p>Street Address: 300 South Wacker Drive - 32nd Floor</p> <hr/> <p>City: Chicago State: Illinois</p> <hr/> <p>Country: U.S.A. ZIP: 60606</p>	<p>6. Total number of applications and trademarks involved: 12</p> <hr/> <p>7. Total Fee (37 CFR 3.41).....\$290.00</p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <hr/> <p>8. Deposit account number:</p> <p style="text-align: center;">13-2490</p>
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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.

Anthoula Pomrening		January 8, 2004
Printed Name of Person Signing	Signature	Date

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
PO Box 1450
Alexandria, Virginia 22313-1450

CH \$316.00 132490 76327760

Attachment to RECORDATION FORM COVER SHEET**4. Application number(s) or registration number(s):**

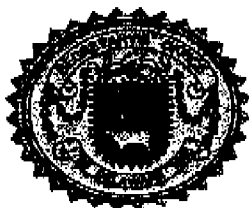
A. Trademark Application No.(s)	Filing Date:	B. Trademark Registration No.(s)	Registration Date:
		2162887	06/02/98
		2162886	06/02/98
		2312649	01/25/00
		2322477	02/22/00
		2426122	02/06/01
		2516340	12/11/01
		2642233	10/29/02
		2642232	10/29/02

Delaware

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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 "OCP ACQUISITION CORP.", CHANGING ITS NAME FROM "OCP ACQUISITION CORP." TO "BAY TRAVELGEAR, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2003, AT 3:50 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3185934 8100

AUTHENTICATION: 2410564

030305035

DATE: 05-12-03

TRADEMARK
REEL: 002775 FRAME: 0003

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:49 PM 05/08/2003
FILED 03:50 PM 05/08/2003
SRV 030300493 - 3185934 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
OCP ACQUISITION CORP.**

OCP ACQUISITION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That, by written consent of the Board of Directors of said corporation as of May 8 2003, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing its officers to submit said amendment to the sole stockholder of said corporation for consideration thereof. The resolutions setting forth the proposed amendment are as follows:

WHEREAS, it is deemed to be advisable and in the best interest of the Corporation and its sole stockholder that the Corporation's Certificate of Incorporation be amended to change the name of the Corporation to Bay Travelgear, Inc.;

NOW, THEREFORE, BE IT RESOLVED, that Article 1 of the Corporation's Certificate of Incorporation be amended to read as follows:

"1. The name of this corporation is Bay Travelgear, Inc."

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to submit the foregoing amendment to the sole stockholder of the Corporation for consideration thereof; and

RESOLVED FURTHER, that, following approval of the foregoing amendment by the sole stockholder of the Corporation, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare or cause to be prepared and to execute a Certificate of Amendment of the Corporation's Certificate of Incorporation, to file or cause to be filed said Certificate of Amendment with the Delaware Secretary of State, and to execute such other documents and take such other actions as such officer or officers shall deem necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions.

SECOND: That, thereafter, by written consent of the holder of all of the issued and outstanding shares of capital stock of said corporation, the necessary number of shares required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, OCP ACQUISITION CORP. has caused this certificate to be signed by Howard Kosick, its Chief Executive Officer, this 8th day of May, 2003.

OCP ACQUISITION CORP., a Delaware corporation

By:


Howard Kosick, Chief Executive Officer

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