

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
Copyright 1994-97 LegalStar
TM05/REV03

RECORDATION FORM COVER SHEET

Docket No.:

09-09-2003

9/2/03



102544287

Tab settings

To the Honorable Commissioner of Patents

Attached original documents or copy thereof.

1. Name of conveying party(ies):
Pennsylvania Fashions, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Pennsylvania**
 Other _____

Additional names(s) of conveying party(ies) Yes No

Name: **rue21, Inc.**

Internal Address: _____

Street Address: **155 Thornhill Road**

City: **Warrendale** State: **PA** ZIP: **15086**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Pennsylvania**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **May 6, 2003**

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

A. Trademark Application No.(s)

Additional numbers Yes No

B. Trademark Registration No.(s)

2,592,035	2,445,086	2,215,998
2,450,257	2,384,188	2,123,489
2,276,778	2,407,212	2,181,832

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

Name: **Louis M. Heidelberger**

Internal Address: **Reed Smith LLP**

2500 One Liberty Place

Street Address: **1650 Market Street**

City: **Philadelphia** State: **PA** ZIP: **19103**

6. Total number of applications and registrations involved:..... **11**

7. Total fee (37 CFR 3.41):.....\$ **\$290.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: **18-0586**

SEP 2003

09/08/2003 DBYRME 00000013 2592035
01 FC:8521 40.00 OP
02 FC:8522 250.00 OP

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.

Maryellen Feehery, Reg. No. 44,677 **September 2, 2003**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARKS ONLY

Section 4. B. Trademark Registration No.(s) Continuation

2,402,294

1,457,589

MAY-12-2003 07:59 CT CORP.

513 621 0116 P.02/02
COPY

Express Mail Label No. EV 34240286045

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)**

Entity Number: 640788

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 3915)

Name: _____
Address: **CT CORP-COUNTER** _____
City: _____

Document will be returned to the name and address you enter to the left.

Fee: \$52

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is: Pennsylvania Fashions, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
<u>155 Thornhill Road</u>	<u>Warrendale</u>	<u>PA</u>	<u>15086</u>	<u>Allegheny</u>

(b) Name of Commercial Registered Office Provider _____
c/o _____
County _____

3. The statute by or under which it was incorporated: 15 PS 1204, as amended

4. The date of its incorporation: October 30, 1976

5. Check and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____
Date _____ Hour _____

PA DEPT. OF STATE
2003 MAY 14 AM 10:56

TOTAL P 02

DSCB:15-1915/3915-2

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

The amendment is filed pursuant to a confirmed plan of reorganization under the U.S. Bankruptcy Code.

7. Check and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendments restates the Articles:


The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

6th day of May,

2003

INCORP. INC. Name of Corporation

 Signature

President Title

EXHIBIT A TO ARTICLES OF AMENDMENT-DOMESTIC CORPORATION

**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
rue21, Inc.
(f/w/a, PENNSYLVANIA FASHIONS, INC.)**

- FIRST:** The name of the corporation is rue21, Inc.
- SECOND:** The registered office of the corporation is 155 Thorn Hill Road, Warrendale, Allegheny County, Pennsylvania 15086.
- THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the Commonwealth of Pennsylvania.
- FOURTH:** The aggregate number of shares which the corporation is authorized to issue and have outstanding is 20,000,000, shares, all of which shall be designated common shares having a par value of \$.01 per share.
- FIFTH:** These Fourth Amended and Restated Articles of Incorporation shall be effective upon filing with the Department of State and shall amend and restate, in their entirety, and supersede the articles of incorporation, as amended, of the corporation as of such date and time.

IN WITNESS WHEREOF, a duly authorized officer of rue21, inc., has executed these Fourth Amended and Restated Articles of Incorporation on this 6th day of May, 2003.



Robert N. Fisch, President

Docketing Statement (Changes)
DSCB:15-134B

BUREAU USE ONLY:	
<input type="checkbox"/> Revenue	<input type="checkbox"/> Labor & Industry
<input type="checkbox"/> Other _____	
File Code _____	Filed Date _____

Part I. Complete for each filing:

Current name of entity or registrant (survivor or new entity if merger or consolidation): Pennsylvania Fashions, Inc.			
Entity number, if known:	64078	Incorporation/qualification date in PA:	10-20-76
State of Inc:	PA	Federal EIN:	
		Specified effective date, if any:	

Part II. Check proper box:

<input checked="" type="checkbox"/> Amendment (complete Section A)	<input type="checkbox"/> Merger, Consolidation or Division (complete Section B,C or D)
<input type="checkbox"/> Consolidation (complete Section C)	<input type="checkbox"/> Division (complete Section D)
<input type="checkbox"/> Conversion (complete Section A & E)	<input type="checkbox"/> Correction (complete Section A)
<input type="checkbox"/> Termination (complete Section H)	<input type="checkbox"/> Revival (complete Section G)
<input type="checkbox"/> Dissolution before Commencement of Business (complete Section F)	

<input checked="" type="checkbox"/> Section A - Check box(es) which pertain to changes:			
<input checked="" type="checkbox"/> Name: FORD, J.D.			
Registered Office: Number & street/RD number City State Zip County			
Purpose:			
<input checked="" type="checkbox"/> Stock (aggregate number of shares authorized): 20,000,000 Effective date: _____			
Term of Existence: _____ Other: _____			

<input type="checkbox"/> Section B - Merger Complete Section A if any changes to surviving entity:		
Merging Entities are: (attach sheet for additional merging entities)		
Name:		Entity #, if known:
Effective date:	Inc./qual. date in PA.	State of Inc.
Name:		Entity #, if known:
Effective date:	Inc./qual. date in PA.	State of Inc.