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11-14-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. 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):

Shoe Store Supplies, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- 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: 07/25/2003

2. Name and address of receiving party(ies)

Name: Penguin Brands, Inc.

Internal Address: First Floor, Unit 101

Street Address: 2009 Elmwood Avenue

City: Philadelphia State: PA Zip: 19079

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Pennsylvania
- 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) 78/216,038

B. Trademark Registration No.(s) 2,558,893;

2,610,841

Additional number(s) attached Yes No

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

Name: Charles N. Quinn, Esq.

Internal Address: Fox Rothschild LLP

Street Address: 2000 Market Street, 10th Floor

City: Philadelphia State: PA Zip: 19103

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:

50-1943

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OPR/FINANCE

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9. Signature.

Charles N. Quinn

Name of Person Signing

Signature

10 November 2003

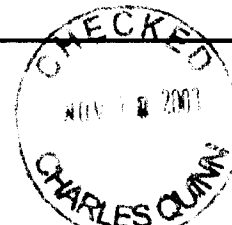
Date

Total number of pages including cover sheet, attachments, and document: 2

11/13/2003 ECOOPER 00000129 501943 78216038

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

01 FC:8521 40.00 DA
02 FC:8522 50.00 DA



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Filed in the Department of State on

Perth C. Conte's
Secretary of the Commonwealth

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SHOE STORE SUPPLIES, INC.

THE UNDERSIGNED BUSINESS CORPORATION, desiring to amend its Articles of Incorporation, in compliance with the requirements of Section 1915 of the Pennsylvania Business Corporation Law of 1988, hereby certifies that:

1. The name of the Corporation is:

Shoe Store Supplies, Inc.
2. The address, including street and number, of the Corporation's registered office is:

2009 Elmwood Avenue
1st Floor, Unit 101
Sharon Hill, PA 19079
(Delaware County)
3. The statute under which the Corporation was incorporated is the Pennsylvania Business Corporation Law of 1933.
4. The date of its incorporation is: April 25, 1985.
5. The amendment was adopted pursuant to Section 1914(c) of the Pennsylvania Business Corporation Law of 1988 by the Corporation's Board of Directors by Unanimous Consent in Writing.
6. The amendment adopted by the Corporation, set forth in full, is as follows:

Article 1 of the Corporation's Articles of Incorporation is hereby amended to read in full as follows:

1. The name of the Corporation is:

Penguin Brands, Inc.

IN WITNESS WHEREOF, the undersigned Corporation has caused these Articles of Amendment to be signed by its duly authorized officer this 25th day of July, 2003.

SHOE STORE SUPPLIES, INC.

By: *[Signature]*
Jonathan Reichlin, President

PA DEPT. OF STATE

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APB