

02-03-2004

Docket No.:

1/30/04



102659994

Tab settings

To the Director of the United States Patent and Trademark Office, U.S. Patent and Trademark Office, Washington, DC 20503, and the assigned original documents or copy thereof.

1. Name of conveying party(ies):

Bogen Photo Corp.

- Individual(s)
- General Partnership
- Corporation-State New Jersey
- Other _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Association
- Limited Partnership
- Change of Name

Execution Date: November 24, 2003

2. Name and address of receiving party(ies):

Name: Bogen Imaging Inc.

Internal Address: _____

Street Address: 565 E. Crescent Avenue

City: Ramsey State: NJ ZIP: 07446

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New Jersey
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,300,260
2,174,412

Additional numbers

Yes No

PER/FINANCE
JAN 30 AM 10:59

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

Name: Greenberg Traurig, LLP

Internal Address: Barry G. Magidoff, Esq.

Street Address: 885 Third Avenue

City: New York State: NY ZIP: 10022

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

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1561 - Greenberg Traurig LLP

02/03/2004 LMUELLER 00000050 501561 1300260

DO NOT USE THIS SPACE

01 FC:9521 40.00 DA
02 FC:9522 25.00 DA

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.

Barry G. Magidoff

Name of Person Signing

Barry G. Magidoff

Signature

1/26/2004

Date

Total number of pages including cover sheet, attachments, and

3

C-102A Rev 12/93

New Jersey Division of Revenue

CGN
FILED

**Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)**

DEC 15 2003

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey **State Treasurer** Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is:

BOGEN PHOTO CORP.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 24th day of November, 2003

Resolved, that Article FIRST of the Certificate of Incorporation be amended to read as follows:
The name of the corporation is BOGEN IMAGING INC.

3. The number of shares outstanding at the time of the adoption of the amendment was: 100
The total number of shares entitled to vote thereon was: 100

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

4. The number of shares voting for and against such amendment is as follows: (if the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
100	0

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

6. Other provisions: (Omit if not applicable).

BY: *M. Mader*
(Signature) Vice President

Dated this 24th day of November, 2003

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

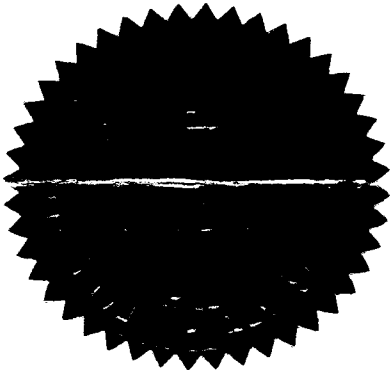
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

BOGEN IMAGING INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Name Change
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
7th day of January, 2004*



A handwritten signature in cursive script, reading "John E. McCormac".

*John E McCormac, CPA
State Treasurer*