

02-09-2004



102664431

To the Honorable Commissioner of

Patent and Trademark, original documents or copy thereof.

1. Name of conveying party(ies): 2-5-04
Garden State Tanning Inc.

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

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

2. Name and address of receiving party(ies)
Name: GST Autoleather, Inc.
Internal
Address: _____
Street Address: 13712 Crayton Boulevard
Hagerstown
City: _____ State: MD Zip: 21742

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 10/13/03

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
2,247,668
2,270,481
2,422,663
2,716,719
2,738,425

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: MILTON WOLSON
Internal Address: Malina & Wolson

Street Address: 60 East 42nd Street

City: New York State: NY Zip: 10165

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41)..... \$ 140
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (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.

MILTON WOLSON Milton Wolson 1/28/04
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

02/06/2004 MBETACHE 00000071 2247668

01 FC:8521
02 FC:8522

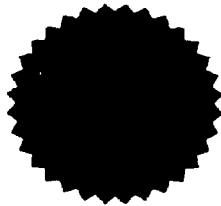
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Delaware

PAGE 1

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 "GARDEN STATE TANNING INC.", CHANGING ITS NAME FROM "GARDEN STATE TANNING INC." TO "GST AUTOLEATHER, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2003, AT 7:05 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2139260 8100

030671560

AUTHENTICATION: 2698871

DATE: 10-20-03

TRADEMARK
REEL: 002910 FRAME: 0020

State of Delaware 2003 15:32 FR DECEPT LLP WINDKUR 215 994 3197 TO 913026555049 P.03/06
Secretary of State
Division of Corporations
Delivered 07:28 PM 10/17/2003
FILED 07:05 PM 10/17/2003
SRV 030670534 - 2139260 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Garden State Tanning Inc., a corporation organized and existing under and by
virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation, as amended, of said corporation:

RESOLVED, that the Board of Directors of the Company deems it advisable and in the Company's best interest and recommends that the Company's name be changed to GST Autoleather, Inc., and that the Company's Certificate of Incorporation, as amended, be amended to effect such name change by deleting Item 1 thereof in its entirety and inserting in lieu thereof the following:

1. Name. The name of the Corporation is GST Autoleather, Inc..

RESOLVED, that the foregoing proposed change of the Company's name and amendment of the Company's Certificate of Incorporation, as amended, be submitted for consideration by the sole stockholder of the Company; and further

RESOLVED, that upon approval by the sole stockholder of the Company of the proposed name change and amendment of the Company's Certificate of Incorporation, as amended, the officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute and file a Certificate of Amendment of the Company's Certificate of Incorporation effecting such name change with the Office of the Secretary of State of Delaware; and further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take, or cause to be taken, all such further actions in connection with the actions contemplated by the foregoing resolutions, and to execute, deliver and perform, or cause to be executed, delivered and performed, all such documents as they shall deem necessary or advisable to effectuate the intent and purposes of the foregoing resolutions and the actions contemplated thereby.

SECOND: That, in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

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OCT 17 2003 15:33 FR DECHERT LLP WINOKUR 215 994 3197 TO 913026555049 P.04/06

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon its filing with the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said Garden State Tanning Inc. has caused this certificate to be signed as of the 13th day of October, 2003.

GARDEN STATE TANNING INC.

By: 
Name: Peter F. Reilly
Title: Vice President and Director