

03-05-2004

File No. TA-66708-4/AJT (469331-11)

FORM PTO-1594

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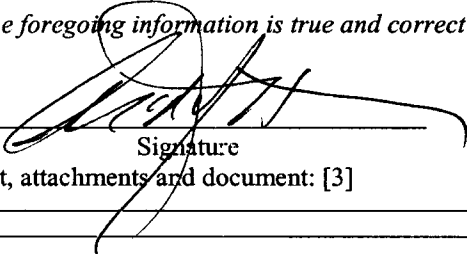
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

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

<p>1. Name of conveying parties: Cinemapro Corporation <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State <u>California</u> <input type="checkbox"/> Other _____ 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): Name: <u>RUNCO INTERNATIONAL, INC.</u> Internal Address: _____ Street Address: <u>2900 Faber Street</u> City: <u>Union City</u> State: <u>CA</u> Zip: <u>954545</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State <u>California</u> <input type="checkbox"/> Other _____ If assignee is not domiciled in the U.S., a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>October 29, 2001</u></p>	<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2,142,731 issued March 10, 1998</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Aldo J. Test</u> Internal Address: <u>DORSEY & WHITNEY LLP</u> Street Address: <u>SUITE 3400</u> <u>FOUR EMBARCADERO CENTER</u> City: <u>SAN FRANCISCO</u> State: <u>CA</u> Zip: <u>94111-4187</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u> 7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>50-2319</u> Please debit any underpayment or credit any overpayment to the above deposit account. Our Order No. <u>TA-66708-4/AJT (469331-11)</u> (Attach duplicate of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature. <i>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</i></p> <p><u>Aldo J. Test, Reg. No. 18,048</u>  <u>February 26, 2004</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments and document: [3]</p>	

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Mail documents to be recorded with required cover sheet information to:

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BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

Lori Runco certifies that:

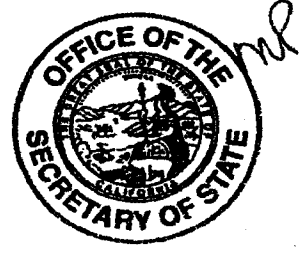
1. She is the President and the Secretary, respectively, of Cinemapro Corporation, a California corporation.
2. Article I of the Articles of Incorporation of Cinemapro Corporation is amended to read as follows:
 - I. The name of this corporation is RUNCO INTERNATIONAL, INC.
3. In all other respects the articles remain in full force and effect.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
5. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 250,000. The number of shares voting in favor of the amendment was 100 percent.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date: October 29, 2001


Lori Runco, President and Secretary





SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 12 2001

Bill Jones

Secretary of State

