

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | CHANGE OF NAME |
|-----------------------|----------------|

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|-----------------------------------|----------|----------------|-----------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Santa Barbara Street Asylum, Inc. | | 03/15/2004 | CORPORATION: DELAWARE |

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| RECEIVING PARTY DATA | |
| Name: | Metropark USA, Inc. |
| Street Address: | 532 Coral Ridge |
| City: | City of Industry |
| State/Country: | CALIFORNIA |
| Postal Code: | 91746 |
| Entity Type: | CORPORATION: DELAWARE |

| PROPERTY NUMBERS Total: 3 | | |
|---------------------------|----------|------------|
| Property Type | Number | Word Mark |
| Serial Number: | 78359080 | METRO PARK |
| Serial Number: | 78359081 | METRO PARK |
| Serial Number: | 78359083 | METRO PARK |

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| CORRESPONDENCE DATA | |
| Fax Number: | (310)712-8222 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Email: | katherine.mcdaniel@kmzr.com |
| Correspondent Name: | Katherine L. McDaniel |
| Address Line 1: | KMZ Rosenman, 2029 Century Pk East, 2600 |
| Address Line 4: | Los Angeles, CALIFORNIA 90067 |

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| ATTORNEY DOCKET NUMBER: | 331151-3 |
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| NAME OF SUBMITTER: | Katherine McDaniel/PhilipValdez |
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| Total Attachments: 1 source=SantaBarbara_MetroPark_namechange_2#page1.tif |
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CERTIFICATE OF AMENDMENT

TO SECOND AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

SANTA BARBARA STREET ASYLUM, INC.

[Delaware Charter No. 3724190]

(Incorporated on November 5, 2003)

Santa Barbara Street Asylum, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Act"), DOES HEREBY CERTIFY THAT:

1. In accordance with the provisions of Section 242 of the Act, an amendment to the Second Amended and Restated Certificate of Incorporation of this Corporation has been duly adopted by the directors and stockholders of this Corporation by written consent in accordance with Sections 141(f) and 228, respectively, of the Act.
2. Said amendment amends Article FIRST of the Second Amended and Restated Certificate of Incorporation so that, as amended, said Article FIRST, in its entirety, shall be and read as follows:

"FIRST: The name of the corporation is Metropark USA, Inc. (the "Corporation")."

IN WITNESS WHEREOF, Santa Barbara Street Asylum, Inc. has caused this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to be signed this 15th day of March, 2004.

SANTA BARBARA STREET ASYLUM,
INC.

By: 

Name: Orval Madden

Title: Chief Executive Officer

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