

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bay Travelgear, Inc.		01/07/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Monarch Designs, Inc.
Street Address:	8388 E. Hartford Drive
Internal Address:	Suite 102
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85255
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Serial Number:	75327760	ICE
Registration Number:	1772380	ARCTIC ZONE
Registration Number:	2162886	ARCTIC ZONE
Registration Number:	2322477	ARCTIC ZONE TUFF
Registration Number:	1564519	CLIK ! CASE
Registration Number:	2642232	DUAL COOL
Registration Number:	2312649	EXPANDABLE COOLER
Registration Number:	2642233	LUNCH BAG PLUS
Registration Number:	2516340	PACKIDERM
Registration Number:	2426122	Z SERIES

**CORRESPONDENCE DATA**

Fax Number: (310)907-2114

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

OP \$265.00 75327760

Phone: 3102559114  
Email: wfinkelstein@agsk.com  
Correspondent Name: William A. Finkelstein  
Address Line 1: 1620 26th Street  
Address Line 2: Alschuler Grossman Stein & Kahan LLP  
Address Line 4: Santa Monica, CALIFORNIA 90404

NAME OF SUBMITTER:	William A. Finkelstein
Signature:	/waf/
Date:	04/18/2005

Total Attachments: 4  
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# Delaware

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*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 "BAY TRAVELGEAR, INC.", CHANGING ITS NAME FROM "BAY TRAVELGEAR, INC." TO "MONARCH DESIGNS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JANUARY, A.D. 2005, AT 3:21 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3185934 8100

050016698



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3607281

DATE: 01-10-05

**TRADEMARK**  
**REEL: 003068 FRAME: 0480**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:26 PM 01/07/2005  
FILED 03:21 PM 01/07/2005  
SRV 050016698 - 3185934 FILE

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BAY TRAVELGEAR, INC.**

Bay Travelgear, 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, by written consent of the Board of Directors of said corporation as of December 20, 2004, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing its officers to submit said amendment to the sole stockholder of said corporation for consideration thereof. The resolutions setting forth the proposed amendment are as follows:

WHEREAS, it is deemed to be advisable and in the best interest of the Corporation and its sole stockholder that the Corporation's Certificate of Incorporation be amended to change the name of the Corporation to Monarch Designs, Inc.

NOW, THEREFORE, BE IT RESOLVED, that Article I of the Corporation's Certificate of Incorporation be amended to read as follows:

"1. The name of this corporation is Monarch Designs, Inc."

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to submit the foregoing amendment to the sole stockholder of the Corporation for consideration thereof; and

RESOLVED FURTHER, that, following approval of the foregoing amendment by the sole stockholder of the Corporation,

the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare or cause to be prepared and to execute a Certificate of Amendment of the Corporation's Certificate of Incorporation, to file or cause to be filed said Certificate of Amendment with the Delaware Secretary of State, and to execute such other documents and take such other actions as such officer or officers shall deem necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions.

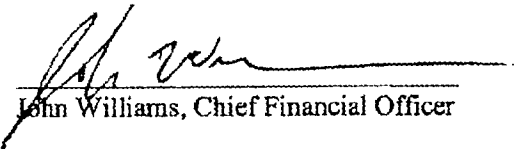
SECOND: That, thereafter, by written consent of the holder of all of the issued and outstanding shares of capital stock of said corporation, the necessary number of shares required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, BAY TRAVELGEAR, INC. has caused this  
certificate to be signed by John Williams, its Chief Financial Officer, this 20th day of December,  
2004.

BAY TRAVELGEAR, INC.  
a Delaware corporation

By:   
John Williams, Chief Financial Officer

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