

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark If additional names of conveying parties attached

Execution Date
Month Day Year
October 14, 2003

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark If additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mall documents to be recorded with required cover sheet(s) Informa**TRADEMARK**
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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FORM PTO-1618B
Expires 09/30/99
OMB 0651-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,423,936"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(PTO-2038 Form)

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Bryna S. Silver

May 19, 2005

Name of Person Signing

Signature

Date Signed

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P. O. BOX 8722
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PAL PUBLICATIONS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

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ENTITY NUMBER : 2805085

MICROFILM NUMBER : 2003106

MICROFILM START - END : 031 - 033

PENNCORP
COUNTER
PA

TRADEMARK
REEL: 003121 FRAME: 0017

2003106-31

Microfilm Number _____

Filed with the Department of State on OCT 14 2003

Entity Number 2805085

Peter C. Conte's

Secretary of the Commonwealth

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ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 00)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Direct Brands, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 374 Circle of Progress, Pottstown, PA 19464 Montgomery
Number and Street City State Zip County

(b) c/o: N/A
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law of 1988 (P.L. 1444, No. 177)

4. The date of its incorporation is: March 12, 1998

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT OF STATE
2003 OCT 14 PM 4:00

TRADEMARK
REEL: 003121 FRAME: 0018

DECE:15-1915 (Rev 00)-2

2003106-32

8. (Check if the amendment restates the Articles):

The related Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 14th day of October, 2003

Direct Brands, Inc.

(Name of Corporation)

BY: Robert S. Smith

(Signature)

TITLE: President

2003106-33

UNANIMOUS CONSENT IN LIEU OF
SPECIAL MEETING OF DIRECTORS
OF DIRECT BRANDS, INC.

THE UNDERSIGNED, being the sole Director of Direct Brands, Inc., a Pennsylvania corporation does by this writing consent to the following actions as though the same had been approved at a formal meeting of the Board of Directors following proper call and notice:

RESOLVED, That the officers of the corporation be directed on behalf of the corporation, and under its corporate seal, take all necessary steps to amend the corporation's name to be now known as "Pal Publications, Inc." and to file all appropriate documentation including, but not limited to, Articles of Amendment – Domestic Business Corporation, as well as appropriate Docketing Statements for filing through the Department of State, Corporation Bureau.

BE IT FURTHER RESOLVED, That upon the filing of these Articles of Amendment that the Officers be directed to advertise the amendment in a newspaper of general circulation and legal publication so as to comply with the Business Corporation Law of Pennsylvania.

RESOLVED FURTHER, That Robert S. Smith is hereby authorized to sign all documentation incident to the formal amendment of these Articles of Incorporation to change the name of the corporation and to take all further steps as may be required to carry out the intentions herein contemplated.

RESOLVED, That these minutes be filed with the proceedings of the Board of Directors with the Secretary of the corporation. This consent is executed pursuant to the Pennsylvania Business Corporation Law of 1988, as amended.

Dated: October 14, 2003


Robert S. Smith, Director

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EXHIBIT "A"
RECORDED: 05/20/2005

REEL: 003121 FRAME: 0020