

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Bay Travelgear, Inc. | | 12/20/2004 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Monarch Designs, Inc. | | |
| Street Address: | 8388 East Hartford Drive, Suite 102 | | |
| City: | Scottsdale | | |
| State/Country: | ARIZONA | | |
| Postal Code: | 85288 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 6 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1095989 | VERDI | |
| Registration Number: | 1235291 | MONARCH | |
| Registration Number: | 1346150 | LUCAS | |
| Registration Number: | 2662633 | SPORTIF | |
| Registration Number: | 2723425 | SPORTIF PERFORMANCE EQUIPMENT | |
| Registration Number: | 2583243 | HEXAGON | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)806-2560 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 212-806-5400 | | |
| Email: | afisher@stroock.com | | |
| Correspondent Name: | Laura E. Goldbard | | |
| Address Line 1: | 180 Maiden Lane | | |
| Address Line 2: | Stroock & Stroock & Lavan LLP | | |
| Address Line 4: | New York, NEW YORK 10038 | | |

CH \$165.00 1095989

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|---|---------------------|
| NAME OF SUBMITTER: | Laura E. Goldbard |
| Signature: | /laura e. goldbard/ |
| Date: | 08/03/2005 |
| Total Attachments: 4 source=Bay Travelgear to Monarch Des#page1.tif source=Bay Travelgear to Monarch Des#page2.tif source=Bay Travelgear to Monarch Des#page3.tif source=Bay Travelgear to Monarch Des#page4.tif | |

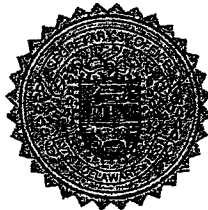
Delaware

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 "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: 003133 FRAME: 0250

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,

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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.

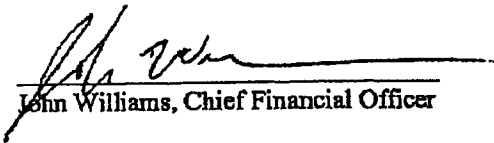
THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

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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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