

07-07-2005

Form PTO-1594 (Rev. 10/02) CMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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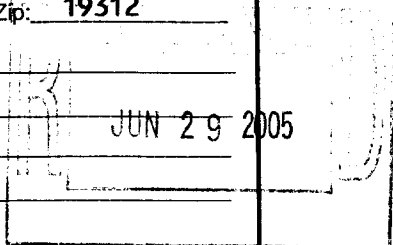
U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

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1. Name of conveying party(ies): WTP Acquisition Corp. Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: We the People USA, Inc. Internal Address: 1436 Lancaster Avenue Street Address: Suite 300 City: Berwyn State: PA Zip: 19312 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No



3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 03/23/05

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,075,797 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Josh S. Ridout, Esq. Internal Address: Paul, Hastings, Janofsky & Walker LLP 515 South Flower Street, 25th Floor Los Angeles, CA 90071-2228 Street Address: City: State: Zip:

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$40.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 16-0752

DO NOT USE THIS SPACE

9. Signature. Josh S. Ridout Name of Person Signing Signature June 28, 2005 Date Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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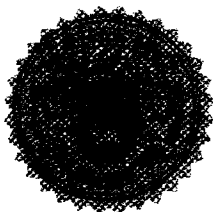
The First State

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 "WTP ACQUISITION CORP.", CHANGING ITS NAME FROM "WTP ACQUISITION CORP." TO "WE THE PEOPLE USA, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2005, AT 2:48 O'CLOCK P.M.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3767110

DATE: 03-24-05

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State of Delaware
Secretary of State
Division of Corporations
Delivered 03:23 PM 03/24/2005
FILED 02:48 PM 03/24/2005
SERV 050243743 - 3929413 FILE

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
WTP ACQUISITION CORP.**

WTP ACQUISITION CORP., (the "Corporation"), a corporation organized and existing under of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the board of directors of the Corporation (the "Board of Directors"), by unanimous written consent filed with the minutes of proceedings of the Board of Directors, duly adopted a resolution declaring advisable two amendments to the Certificate of Incorporation of the Corporation and submitted the same to the sole stockholder of the Corporation for approval. The resolution setting forth the proposed amendments is as follows:

RESOLVED, that Articles First and Second of the Certificate of Incorporation of the Corporation shall be amended by deleting the existing Articles First and Second and substituting the following therefor:

"**FIRST:** The name of the corporation is We The People USA, Inc.

SECOND: The registered office of the corporation in the State of Delaware and New Castle County shall be 1209 Orange Street, Wilmington, Delaware 19801. The registered agent at such address shall be The Corporation Trust Company."

SECOND: That the sole stockholder of the Corporation has duly approved the aforesaid amendments in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, WTP Acquisition Corp. has caused this Certificate of Amendment to be signed by an authorized officer this 24th day of March, 2005.

WTP ACQUISITION CORP.

By: 
Name: Ira Distenfield
Title: Chief Executive Officer

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