

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
Badanco Acquisition Corp.		02/28/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Badanco Enterprises, Inc.
Street Address:	994 Riverview Drive
City:	Totowa
State/Country:	NEW JERSEY
Postal Code:	07512
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	0680239	VENTURA
Registration Number:	1011767	PEGASUS LUGGAGE THE GREAT SHAPES FOR THE GREAT ESCAPES
Registration Number:	1363373	VENTURA
Registration Number:	1531980	FREQUENT TRAVELER
Registration Number:	2224069	TRAVEL GEAR
Registration Number:	2450932	LUGGAGEGUY
Registration Number:	2455456	FREQUENT TRAVELER

CORRESPONDENCE DATA

Fax Number: (212)806-2560
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-806-5400

Email: afisher@stroock.com

Correspondent Name: Laura E. Goldbard

Address Line 1: 180 Maiden Lane

CH \$190.00 0680239

Address Line 2: Stroock & Stroock & Lavan LLP
Address Line 4: NEW YORK, NEW YORK 10038

ATTORNEY DOCKET NUMBER:	041219/001
NAME OF SUBMITTER:	Laura E. Goldbard
Signature:	/laura e. goldbard/
Date:	11/21/2005

Total Attachments: 2
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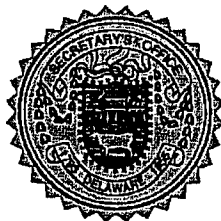
Delaware

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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 "BADANCO ACQUISITION CORP.", CHANGING ITS NAME FROM "BADANCO ACQUISITION CORP." TO "BADANCO ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2005, AT 6:49 O'CLOCK P.M.

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



3918893 8100

050169962

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3710582

DATE: 02-28-05

TRADEMARK
REEL: 003197 FRAME: 0516

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
BADANCO ACQUISITION CORP.**

Badanco Acquisition Corp., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company") does hereby certify:

1. The name of the Company is Badanco Acquisition Corp. and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on January 28, 2005, under the name "Badanco Acquisition Corp."

2. The Amendment of the Certificate of Incorporation of Badanco Acquisition Corp. has been duly adopted in accordance with the provisions of Section 242 of the DGCL by the directors and stockholders of this corporation..

3. Article 1 of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE I

The name of the corporation (the "Corporation") is: Badanco Enterprises, Inc."

IN WITNESS WHEREOF, Badanco Acquisition Corp. has caused this certificate to be executed by the President of the Corporation this 28th day of February, 2005.

BADANCO ACQUISITION CORP.

By: /s/ Eric Menke

Name: Eric Menke

Its: President

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:47 PM 02/28/2005
FILED 06:49 PM 02/28/2005
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