

TRADEMARK & PATENT COUNSELORS OF AMERICA, P.C.

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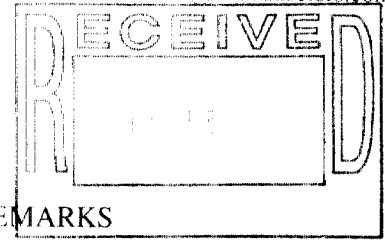
E-mail: trademark@tmcounselors.com

06-23-1998



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June 9, 1998



RECORDATION FORM COVER SHEET - TRADEMARKS

Assistant Commissioner for Trademarks
Box Assignments
Washington DC 20231

6-9-98

Attn: BOX ASSIGNMENTS FEE

Re: Recordal of Assignment
Assignor: David Wood Associates Inc.
Assignee: Wood Worldwide Inc.
Trademark: Reg. No. 1,693,476 **RXMARK**
Our ref.: 132.048

MAILING CERTIFICATE
I hereby certify that the correspondence is being deposited with the United States Postal Service as first-class mail in an envelope addressed to Commissioner of Patents and Trademarks, Washington, D.C. 20231, on the date indicated below.

HENRIETTA MARROW
Name
Henrietta Marrow
Signature
6/9/98
Date

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

David Wood Associates Inc., a corporation organized and existing under the laws of the State of New York

2. Name and address of receiving party(ies):

Wood Worldwide Inc., a corporation organized and existing under the laws of the State of New York, located and doing business at 156 Fifth Avenue, New York, New York 10010

3. Nature of conveyance:

Change of Name
Effective date: April 17, 1997
Date of document: April 25, 1997

4. Trademark Application/Registration Numbers:

Reg. No. 1,693,476 **RXMARK**

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06/22/1998 JMWTK:INS 00000026 1693476
461

5. Please address all correspondence in this matter to:

Mark I. Peroff
Trademark & Patent Counselors of America, P.C.
915 Broadway - 19th Floor
New York, New York 10010
(212) 387-0247

6. Total number of applications and registrations involved: 1

7. Total fee enclosed: \$40

8. Also enclosed is an acknowledgment postcard.

9. 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.

Sincerely,



Lloyd Parodneck

LP:jfb
Enclosures

Total number of pages comprising cover sheet: 2

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on APR 25 1997



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

F 970423000 446

CERTIFICATE OF AMENDMENT

OF

CSC 45

THE CERTIFICATE OF INCORPORATION

OF

DAVID WOOD ASSOCIATES INC.

(Under Section 805 of the Business Corporation Law)

It is hereby certified that:

FIRST: The name of the corporation is:
David Wood Associates Inc.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on September 20, 1985. An amendment of the certificate of incorporation of the corporation was filed by the Department of State on January 6, 1986 to change the name of the corporation from Identacor Inc. to David Wood Associates.

THIRD: The amendment of the certificate of incorporation of the corporation effected by this certificate of amendment is to change the name of the corporation from DAVID WOOD ASSOCIATES INC. to WOOD WORLDWIDE INC.

FOURTH: To accomplish the foregoing amendment, Article FIRST of the certificate of incorporation of the corporation, relating to the name of the corporation, is eliminated and is replaced in its entirety by the following new Article:

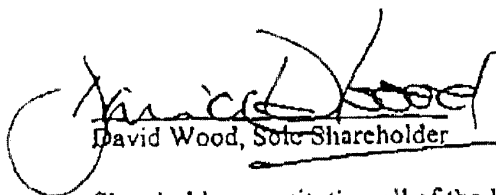
FIRST: The name of the corporation is:
WOOD WORLDWIDE INC.

FIFTH: The foregoing amendment of the certificate of incorporation of the corporation was authorized by the consent in writing of all the members of the Board of Directors of the corporation, followed by the unanimous written consent of the holders of all of the

outstanding shares of the corporation entitled to vote on the said amendment of the certificate of incorporation.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: April 17, 1997


David Wood, Sole Shareholder

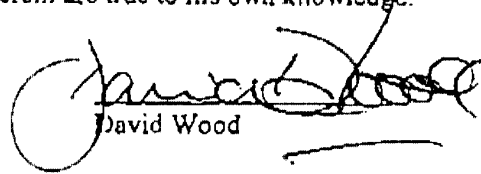
Shareholder constituting all of the holders of all of the outstanding shares entitled to vote on the amendment of the certificate of incorporation of the corporation.

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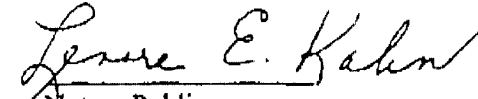
Verification of Signer or
One of Signers of Certificate of Amendment

STATE OF NEW YORK)
)
 COUNTY OF NEW YORK) ss.:

David Wood, being duly sworn, deposes and says that he is the person who signed the foregoing certificate of amendment; that he signed said certificate in the capacity set opposite or beneath his signature thereon; that he has read the said certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.


 David Wood

Subscribed and sworn to
 before me on Monday
 of April 1997.



 Notary Public

LENORE E. KAHN
 Notary Public, State of New York
 No. 41-4749562
 Qualified in Queens County
 Commission Expires March 30, 1999

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on APR 25 1997



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

FILING RECEIPT

ENTITY NAME : WOOD WORLDWIDE INC.

DOCUMENT TYPE : AMENDMENT (DOMESTIC BUSINESS) COUNTY: NEWY
NAME

SERVICE COMPANY : CSC NETWORKS/PRENTICE HALL SERVICE CODE: 45

FILED: 04/23/1997 DURATION: ***** CASH #: 970423000448 FILM #: 97042300044

ADDRESS FOR PROCESS

REGISTERED AGENT



FILER	FEES	PAYMENTS
PROSKAUER ROSE GOETZ & MENDELSONN LLP	FILING : 60.00	CASH : 0.00
1505 BROADWAY	TAX : 0.00	CHECK : 0.00
NEW YORK, NY 10036-8279	CERT : 0.00	BILLED: 95.00
	COPIES : 10.00	
	HANDLING: 25.00	
		REFUND: 0.00

DOS-1025 (11/89)