

PTO-1594
6-83)

No. 0851-0011 (exp. 4/94)

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To the Honorable Commissioner

Name of conveying party(ies):

Top Class, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- X Corporation-State (Florida)
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: _____

11-04-1998



100868165

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

attached original documents or copy thereof

2. Name and address of receiving party(ies)

Name: TC Marketing, Inc.

Internal Address: P.O. Bbx 308

Street Address: 1485 N. Scott Street, Suite 200

City: Napoleon State: OH ZIP: 43545

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Florida _____
- 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

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Top Class - 1468577

Tem-Cole - 0862084

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Lyman F. Spitzer

Internal Address: _____

11/03/1998 TSH08077-00000118-1468577

01 FC:481 40.00 DP
02 FC:482 25.00 DP

Street Address: Shumaker, Loop & Kendrick

1000 Jackson

City: Toledo State: OH ZIP: 43624

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

Fee OK

9. 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.

Lyman F. Spitzer

Name of Person Signing

Lyman F. Spitzer
Signature

10/7/98

Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK
REEL: 1807 FRAME: 0936

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
TOP CLASS, INC.

FILED
95 DEC 5 PM 3:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Article I of the Articles of Incorporation of TOP CLASS, INC. (the "Corporation") is amended by deleting Article I in its entirety and substituting in lieu thereof the following:

ARTICLE I. NAME

Upon the filing of these Articles of Amendment, the name of the Corporation shall be:


T C MARKETING, INC.

2. The foregoing First Amendment was adopted by all the Directors and all the Shareholders of the Corporation by a written action taken on November 16, 1995, which is the only group of the Corporation's Directors and Shareholders entitled to vote on this First Amendment, and the number of votes in favor of the First Amendment was sufficient for approval.

3. These Articles of First Amendment have been adopted in line with F.S. 607.1003 and F.S. 607.1004, prepared in line with F.S. 607.1006 and signed in line with F.S. 607.0120.

4. In all other respects, the Articles of Incorporation shall remain as originally filed on October 27, 1987.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment on the 16th day of November, 1995.



JAY O. HUDDLE
President

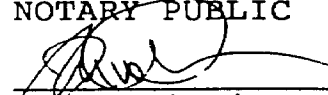
STATE OF OHIO

COUNTY OF Henry

The foregoing instrument was acknowledged before me this 16th day of November, 1995, by JAY O. HUDDLE, as President of the Corporation, who is (X) personally known to me or () who has produced his driver's license as identification and who did take an oath.

John Donovan
Notary Public, State of Ohio
Lifetime Commission
O.R.C. §147.03

NOTARY PUBLIC



My Commission Expires:



The State of Ohio

Bob Taft

Secretary of State

FL712381

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: FAM CHN

of:

T C MARKETING, INC. FORMERLY TOP CLASS, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5388 at Frame 1562 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 15TH day of DEC

A.D. 19 95 .

Bob Taft
Bob Taft
Secretary of State



TRADEMARK
REEL: 1807 FRAME: 0938

State of Florida



Department of State

712381
APPROVED
By CR
Date 12-15-95
Amount 10.00
95121520101

I certify the attached is a true and correct copy of the Articles of Amendment, filed on December 5, 1995, to Articles of Incorporation for TOP CLASS, INC. which changed its name to T C MARKETING, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is J99357.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fifth day of December, 1995



Sandra B. Northam

Sandra B. Northam
Secretary of State

CR2EO22 (1-95)