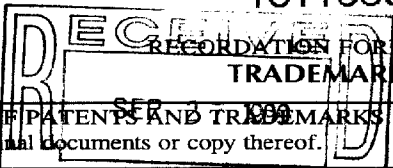




101158055

Form PTO-1595
September 22, 1999

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Attorney Docket No.: 4162-0

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Marlboro Marketing, Inc.

MRD
9-27-99

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation - New York
 Other

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

Name: **HMG In-Store Inc.**
Street Address: **475 Tenth Avenue**
City: **New York**
Country/State/Zip: **New York 10018**

Individual - Citizenship: _____
 Association
 General Partnership
 Limited Partnership
 Corporation- Country/state New York
 Other _____

Additional names and addresses attached? yes no

3. Nature of Conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 6, 1993

4. Application number(s) or Trademark number(s):

A. Trademark Application No.(s): _____

B. Trademark Registration No.(s): **867,546**

Additional numbers attached? Yes No

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

Name: Julia S. Kim, Esq.
Internal Address: Cohen, Pontani, Lieberman & Pavane
Street Address: 551 Fifth Avenue, Suite 1210
City: New York State: NY ZIP: 10176

6. Total number of applications and trademarks involved:
[1]

7. Total fee (37 C.F.R. 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 03-2412
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Julia S. Kim, Esq.
Name of Person Signing
Reg. No. 36,567

Signature

September 22, 1999
Date

OMB No. 0651-0011 (exp. 4/84)

09/28/1999 MTHAI1 00000146 867546
01 FC:481 40.00 OP

TRADEMARK
REEL: 001960 FRAME: 0226

F931013000 015

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MARLBORO MARKETING, INC.

Under Section 805 of the
Business Corporation Law

State of New York }
Department of State } ss:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

MAR 07 1994



Ed J. Shaffer

Secretary of State

F931013000 015

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MARLBORO MARKETING, INC.

Under Section 805 of the
Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of the corporation, hereby certifies:

FIRST: The name of the corporation is:
MARLBORO MARKETING, INC.


SECOND: That the Certificate of Incorporation was filed by the Secretary of State of New York on the 23rd day of June, 1976.

THIRD: That the amendment to the Certificate of Incorporation, relating to the corporate title of the corporation, is hereby amended to read as follows:

"(1) The name of the corporation is
HMG IN-STORE INC."

FOURTH: That the amendment of the Certificate of Incorporation was authorized by the unanimous written consent of the sole holder of all of the outstanding shares of the corporation entitled to vote. Said authorization being subsequent to the affirmative vote of the Board of Directors.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 6th day of October, 1993.



Andrew Wahl, President



Herbert F. Kozlov, Secretary

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE
ALBANY, NY 12231

FILING RECEIPT

=====
CORPORATION NAME: HMC IN-STORE, INC.

DOCUMENT TYPE : NAME RESERVATION (NCH) (DOM) BUSINESS

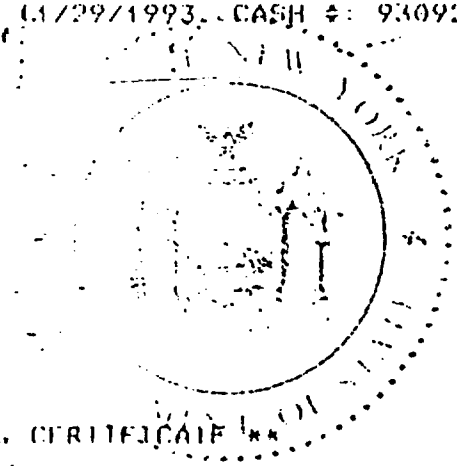
SERVICE COMPANY : UNITED CORPORATE SERVICES

APPLICANT NAME : MARLBORO MARKETING, INC.

=====
FILED: 09/29/1993 DURATION: 01/29/1993 CASH #: 930929000379 FILM #: 930929000340

ADDRESS FOR PROCESS

REGISTERED AGENT



** SUBMIT RECEIPT WITH FILING CERTIFICATE **

FEES	45.00	PAYMENTS	45.00
MARLBORO MARKETING, INC. C/O PARKER DURYEE ROSOFF & HAFT 529 FIFTH AVENUE - 8TH FLOOR ATTN. HARRIS JAFFE, ESQ. NEW YORK, NY 10017	FILING : 20.00 TAX : 0.00 CERT : 0.00 COPIES : 0.00 HANDLING: 25.00	CASH : 0.00 CHECK : 0.00 BILLED: 45.00 REFUND: 0.00	

OS-1025 (11/89)

F931013000 015

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MARLBORO MARKETING, INC.

UNI

Under Section 805 of the Business Corporation
Law of the State of New York

DEL

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

OCT 18 1993

TAXES _____

BY: eye

Norman

Parker Duryee Rosoff & Haft
529 Fifth Avenue - 8th Floor
New York, New York 10017

OCT 18 1993

4

931013000 015

TRADEMARK