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08-29-2001



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To the Honorable Commissioner of Patents &

Remarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 8-21-01
Sterling Trading Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Canadian Corporation

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12/14/2000

2. Name and address of receiving party(ies)
Name: The Sterling Group Inc.
Internal
Address: _____
Street Address: 9320 Boulevard St-Laurent
Montreal, Quebec H2N 1N7 Canada
City: _____ State: _____ Zip: _____

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,674,379; 2,246,632

Additional number(s) attached Yes No

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

Name: Katherine S. Chang

Internal Address: Hunton & Williams

Street Address: 200 Park Avenue

08/29/2001 AAHMED1 00000030 1674379

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

City: New York State: NY Zip: 10166

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:

08-3436

(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.

Katherine S. Chang
Name of Person Signing

Kath S. Chang
Signature

8/21/01
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

Québec

CERTIFICAT DE MODIFICATION

*Loi sur les compagnies, Partie IA
(L.R.Q., chap. C-38)*

J'atteste par les présentes que la compagnie

LE GROUPE STERLING INC.

et sa ou ses version(s)

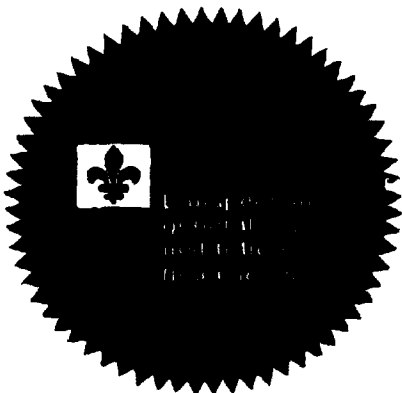
THE STERLING GROUP INC.

a modifié ses statuts le **14 DÉCEMBRE 2000**, en vertu de la partie IA de la Loi sur les compagnies, tel qu'indiqué dans les statuts de modification ci-joints.

*Déposé au registre le 18 décembre 2000
sous le matricule 1143984814*



Inspecteur général des institutions financières



E830S14G18L41DA

TRADEMARK
REEL: 002357 FRAME: 0606



Gouvernement du Québec
L'inspecteur général
des institutions financières

Form 5
ARTICLES OF AMENDMENT
The Companies Act, R.S.Q., c. C-38
Part 1A

1 Corporate name
THE STERLING GROUP INC. / LE GROUPE STERLING INC.

2 Application presented in conformity with Section 123.140 and following of the Companies Act

3 The company's articles are amended as follows:

Section 1 of the articles of continuance of the company is hereby amended as follows:

1. **Dénomination sociale ou numéro matricule**

THE STERLING GROUP INC. / LE GROUPE STERLING INC.

4 Effective date, if different from date of filing (see instructions)

N/A

5 Corporate name (or designating number), prior to amendment, if different from that mentioned at item 1

La Société de Commerce Sterling Inc. / Sterling Trading Inc.

If space is insufficient, attach an appendix in two (2) copies

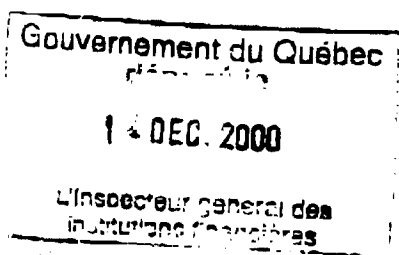
Signature of authorized director



Elliot Berzan

For departmental use only

CA-216 (Rev.05-05)



A-110720-H9401 Corporate

TRADEMARK

REEL: 002357 FRAME: 0607

RECORDED: 08/21/2001