

12-28-2001

12/21/01



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To the Honorable Commissioner of Patent and Trademarks: please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Desert Sandscapes, Inc. (Pennsylvania Corp.)</p>	<p>2. Name and address of receiving party(ies):</p> <p>Thirstystone Resources, Inc. C/O RAF INDUSTRIES INC., ONE PITCAIRN PLACE, #2100 165 TOWNSHIP LINE ROAD, JENKINTOWN, PENNSYLVANIA 19046</p> <p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: Pennsylvania <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> yes; <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment            <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement    <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>January 19, 2000</u> Effective Date: <u>January 19, 2000</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p> <p>B. Trademark Registration No.(s):</p> <p>1,851,511</p>
<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>Mary J. Frank, Esq. Attn: TMSU Morgan, Lewis &amp; Bockius LLP 1800 M Street, N.W. Washington, D.C. 20036</p> <p>Telephone: 202-467-7413 Facsimile: 202-467-7176 E-Mail: <a href="mailto:mjfrank@morganlewis.com">mjfrank@morganlewis.com</a></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 C.F.R. § 3.41) \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Check enclosed. <input checked="" type="checkbox"/> Authorized to charge overpayments/deficiencies to deposit account.</p> <p>8. Deposit account number: 13-4520</p>

**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.

Name of Person Signing

Catherine R. Howell, Esq.  
Signature

December 21, 2001  
Date

Total number of pages including cover sheet, attachments and document: 4

OMB No. 0651-0011 (exp. 4/94)

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**DESERT SANDSCAPES, INC.****UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS**

The undersigned, being the holders of all of the issued and outstanding capital stock of Desert Sandscapes, Inc., a Pennsylvania corporation (the "Company"), hereby consent in writing, pursuant to Section 1766(a) of the Pennsylvania Business Corporation Law, to the adoption of the following resolutions and to the actions contemplated thereby, such resolutions and actions to have the same force and effect as though duly taken and adopted at a meeting of the Shareholders of the Company duly called and legally held:

RESOLVED, that it is advisable and in the best interests of the Company that the Company's name be changed to Thirstystone Resources, Inc. and that the Company's Articles of Incorporation be amended to reflect such name change by deleting Item 1 thereof in its entirety, and inserting in lieu thereof the following:

1. The name of the corporation is Thirstystone Resources, Inc.

and it is further

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company and under its corporate seal or otherwise, to execute and file with the Office of the Secretary of the Commonwealth of Pennsylvania Articles of Amendment of the Company's Articles of Incorporation statutorily effecting such name change, and to execute, deliver and file such additional documents, and perform such further actions, as they shall deem necessary or advisable to effectuate the intent and purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the 19<sup>th</sup> day of January, 2000.

ROBERT A. AND ESTHER G. FOX, AS  
TENANTS BY THE ENTIRETIES

ROBERT A. FOX

ESTHER G. FOX

SHARES HELD UNDER A VOTING  
TRUST AGREEMENT DATED AS OF  
APRIL 26, 1996

ROBERT A. FOX, VOTING TRUSTEE

**DESERT SANDSCAPES, INC.****WRITTEN CONSENT OF SOLE DIRECTOR**

The undersigned, being the sole member of the Board of Directors of Desert Sandscapes, Inc., a Pennsylvania corporation (the "Company"), hereby consents in writing, pursuant to Section 1727(b) of the Pennsylvania Business Corporation Law, to the adoption of the following resolutions and to the actions contemplated thereby, such resolutions and actions to have the same force and effect as though duly taken and adopted at a meeting of the Board of Directors of the Company duly called and legally held:

RESOLVED, that the sole Director of the Company deems it advisable and in the best interests of the Company that its name be changed to Thirstystone Resources, Inc. and that the Company's Articles of Incorporation be amended to reflect such proposed name change by deleting Item 1 thereof in its entirety and inserting in lieu thereof the following:

1. The name of the corporation is Thirstystone Resources, Inc.

and it is further

RESOLVED, that the foregoing proposed change of the Company's name and amendment of the Company's Articles of Incorporation be submitted for consideration by the Shareholders of the Company; and it is further

RESOLVED, that, upon approval by the Shareholders of the proposed name change, the proper officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company and under its corporate seal or otherwise, to execute and file with the Office of the Secretary of the Commonwealth of Pennsylvania Articles of Amendment of the Company's Articles of Incorporation statutorily effecting such name change, and to execute, deliver and file such additional documents, and perform such further actions, as they shall deem necessary or advisable to effectuate the intent and purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the 19<sup>th</sup> day of January, 2000.



ROBERT A. FOX

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Microfilm Number 200007-395

Filed with the Department of State on JAN 24 2000

Entity Number 2681679

*[Signature]*  
Secretary of the Commonwealth

**ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION**  
D3CB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Desert Landscapes, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) One Pitcairn Place, Suite 2100, 165 Township Line Road, Jenkintown, PA 19046-3593  
Number and Street City State Zip County  
Montgomery County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Pennsylvania Business Corporation Law

4. The date of its incorporation is: 2/28/96

5. (Check, and if appropriate complete, one of the following):  
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.  
\_\_\_\_\_ The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

6. (Check one of the following):  
 The amendment was adopted by the shareholders (or members) pursuant to 18 Pa.C.S. § 1914(a) and (b).  
\_\_\_\_\_ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):  
 The amendment adopted by the corporation, set forth in full, is as follows:  
The name of the corporation is Thirstystone Resources, Inc.  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT OF STATE

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8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a authorized officer thereof this 19th day of January, 2000.

DESERT SANDSCAPES, INC.

(Name of Corporation)

BY:

William O. Hamb...  
WILLIAM O. HAMB... (Signature)

TITLE: VICE PRESIDENT