

12-30-2002
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original documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):
Sales Promotion Associates, Inc.
(a Delaware corporation) **12-26-02**

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

2. Name and address of receiving party(ies)
Name: JII Promotions, Inc.
Internal Address: _____
Address: _____
Street Address: 454 East Main
City: Columbus State: OH Zip: 43215

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

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

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

Execution Date: February 7, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,741,993

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brian R. McGinley, Esq.
Internal Address: Sonnenschein Nath & Rosenthal

Street Address: P.O. Box 061080, Wacker Drive

City: Chicago State: IL Zip: 60606-1080

6. Total number of applications and registrations involved: 1

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

8. Deposit account number:
50-1126

DO NOT USE THIS SPACE

9. Signature.

Brian R. McGinley, Reg. No. 47,782
Name of Person Signing


Signature

Dec. 20, 2002
Date

Total number of pages including cover sheet, attachments, and document: 3

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

OFFICE OF PUBLIC RECORDS
2002 DEC 26 PM 3:09
FINANCE SECTION

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SALES PROMOTION ASSOCIATES, INC.**

SALES PROMOTION ASSOCIATES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: Pursuant to written consent of the Board of Directors of Sales Promotion Associates, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting for the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be and is hereby amended by deleting Article FIRST thereof in its entirety and by substituting in lieu thereof the following:

FIRST: The name of the corporation is JII Promotions, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a Consent by Stockholders in Lieu of Special Meeting of said corporation was duly created and produced, in accordance with Section 228 of the General Corporation Law of the State of Delaware, on which Consent have been placed signatures representing the necessary number of shares as required by statute in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SALES PROMOTION ASSOCIATES, INC., has caused this certificate to be signed by Steven L. Rist, its Assistant Secretary, this 7th day of February, 2001.

SALES PROMOTION ASSOCIATES, INC.

By: 

Steven L. Rist, Assistant Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 02/07/2001
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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SALES PROMOTION ASSOCIATES, INC.", CHANGING ITS NAME FROM "SALES PROMOTION ASSOCIATES, INC." TO "JII PROMOTIONS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 2001, AT 3:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 0961793

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010063209

DATE: 02-08-01

RECORDED: 12/26/2002

TRADEMARK
REEL: 002639 FRAME: 0743