

07-17-2003

ORIGINAL

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Stage II Apparel Corp. 6-25-03
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Magic Lantern Group, Inc.
Internal
Address: Jun 25 2003
Street Address: 1385 Broadway
City: New York State: NY Zip: 10018
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State New York
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 4/16/2002 and 11/7/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
74/360892
B. Trademark Registration No.(s)
2068188
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Barry R. Fertel, Esq.
Internal Address:
Goetz Fitzpatrick LLP
Street Address: One Penn Plaza - Suite 4401
City: New York State: NY Zip: 10119

7. Total fee (37 CFR 3.41): \$ 40.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(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.
Barry R. Fertel, Esq.
Name of Person Signing
Signature
June 23, 2003
Date

07/16/2003 BBYRNE 00000169 74360892 01 FC:0521 40.00

Total number of pages including cover sheet, attachments, and document: 10

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

TRADEMARK REEL: 002778 FRAME: 0600

020416000 403

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
STAGE II APPAREL CORP.**

**UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW**

**DRAWDOWN  
DELANEY - 30**

**FILED BY:  
STAHL & ZELMANOVITZ  
767 THIRD AVENUE, 14<sup>TH</sup> FLOOR  
NEW YORK, NEW YORK 10017**

2002 APR 16 11:44  
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DEPARTMENT OF STATE**

APR - 16 2002

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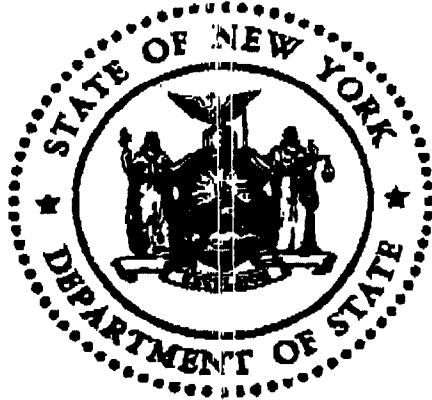
REF: 002778 FRAME: 060

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**APR 16 2002**



*Special Deputy Secretary of State*

DOS-1266 (7/00)

020416000 403

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
STAGE II APPAREL CORP.**

*(Under Section 805 of the Business Corporation Law)*

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned President and Secretary of Stage II Apparel Corp. hereby certify:

1. **Name.** The name of the corporation is Stage II Apparel Corp. (the "Corporation").
2. **Original Certificate of Incorporation.** The original Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on March 5, 1980.
3. **Name Change.** Article FIRST of the Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

FIRST: The name of the corporation is JKC Group, Inc. (the "Corporation").

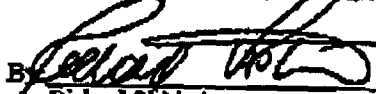
4. **Increase in Authorized Shares.** Article FOURTH of the Certificate of Incorporation, as amended by an Amended and Restated Certificate of Incorporation dated April 9, 1987, is hereby amended to increase the authorized shares of the Corporation's common stock from 9,000,000 shares to 100,000,000 shares by modifying the first paragraph thereof to read in its entirety as follows:

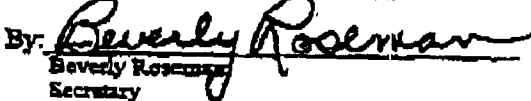
FOURTH. The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred One Million (101,000,000) shares, consisting of One Million (1,000,000) shares of preferred stock, par value \$.01 per share ("Preferred Stock"), and One Hundred Million (100,000,000) shares of common stock, par value \$.01 per share ("Common Stock").

5. **Authorization.** The manner in which the foregoing amendments to the Certificate of Incorporation of the Corporation was authorized was by the unanimous written consent of the Board of Directors of the Corporation and the affirmative vote of the holders of more than a majority of the outstanding shares of capital stock of the Corporation entitled to vote thereon, all in accordance with the provisions of Section 807 of the Business Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Amendment and hereby affirm that it is true and correct under penalties of perjury as of this 15<sup>th</sup> day of April, 2002.

STAGE II APPAREL CORP.

By:   
Richard Siskind,  
President and Chief Executive Officer

By:   
Beverly Roseman  
Secretary

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

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: JKC GROUP, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC BUSINESS)  
STOCK NAME

COUNTY: NEWY

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD.

SERVICE CODE: 30

FILED:04/16/2002 DURATION:\*\*\*\*\* CASH#:020416000417 FILM #:020416000403

ADDRESS FOR PROCESS

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STAHl & ZELMANOVITZ  
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DOS-1025 (11/89)

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SUPERIOR INFORMATION  
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NO. 047

P. 6# 06/07  
P. 06

F 021107000478

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF**

**JKC GROUP, INC.**

**UNDER SECTION 1405 OF THE BUSINESS CORPORATION LAW**

**DRAWDOWN  
DELANEY - 30**

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**FILED BY:  
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N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: MAGIC LANTERN GROUP, INC.

DOCUMENT TYPE: RESERVATION FOR CHANGE OF NAME

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD.

SERVICE CODE: 30

APPLICANT NAME : JKC GROUP INC

FILED: 10/18/2002 DURATION: 12/18/2002 CASH#: 021018000331 FILM #: 021018000321

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\*\* SUBMIT RECEIPT WHEN FILING CERTIFICATE \*\*

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**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
JKC GROUP, INC.**

*(Under Section 805 of the Business Corporation Law)*

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned President and Secretary of JKC Group, Inc. (formerly named Stage II Apparel Corp.) hereby certify:

1. *Name.* The name of the corporation is JKC Group, Inc. (the "Corporation").

2. *Original Certificate of Incorporation.* The original Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on March 5, 1980 under the name Stage II Apparel Corp. The Certificate of Incorporation of the Corporation was amended on April 16, 2002 to change the name of the Corporation to JKC Group, Inc.

3. *Name Change.* The Corporation desires to change its name to Magic Lantern Group, Inc. To implement the name change, Article FIRST of the Certificate of Incorporation of the Corporation, as hereto fore amended, is hereby further amended in its entirety to read as follows:

FIRST: The name of the corporation is Magic Lantern Group, Inc. (the "Corporation").

4. *Authorization.* The manner in which the foregoing amendment to the Certificate of Incorporation of the Corporation was authorized was by the unanimous written consent of the Board of Directors of the Corporation on August 2, 2002 and the affirmative vote of the holders of more than a majority of the outstanding shares of capital stock of the Corporation entitled to vote thereon, at a special meeting of shareholders held on November 7, 2002, all in accordance with the provisions of Section 807 of the Business Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Amendment and hereby affirm that it is true and correct under penalties of perjury as of this 7<sup>th</sup> day of November, 2002.

JKC GROUP, INC.

By:   
Richard Siskind,  
President and Chief Executive Officer

By:   
Beverly Roseman,  
Secretary



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

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: MAGIC LANTERN GROUP, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC BUSINESS)  
NAME

COUNTY: NEWY

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD.

SERVICE CODE: 30

FILED: 11/07/2002 DURATION: \*\*\*\*\* CASH#: 021107000491 FILM #: 021107000478

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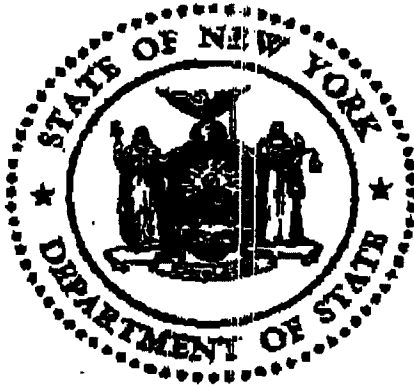
SUPERIOR INFORMATION SERVICES, LLC  
300 PHILLIPS BOULEVARD  
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TRENTON, NJ 08618

DOS-1025 (11/89)

State of New York }  
Department of State }

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **NOVEMBER 7, 2002**



Secretary of State