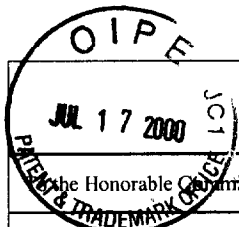


7.17.00 DA

08-10-2000

Attorney Docket No. 06114-75383



101429293

SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

The Honorable Commissioner of Patents and Trademarks: Please record the serial documents or copy thereof.

<p>1. Name of conveying party(ies) NM Acquisition Company</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State-Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Nationmark Merchandising & Distribution Company Internal Address: Street Address: 7101 E. Slauson Avenue City/State/Zip: Commerce, California 90040</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State-Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</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>March 26, 1998</u></p>	

<p>4. Application number(s) or registration number(s): <input type="checkbox"/> Mark if additional numbers attached</p>	
<p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s):</p> <p><u>1,387,633</u> 1,442,932 1,443,375 1,568,542 1,680,466 1,879,922 1,984,140</p>

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Charles Phipps, Esq. Locke Liddell & Sapp LLP 2200 Ross Avenue, Suite 2200 Dallas, Texas 75201-6776</p>	<p>6. Total number of applications and registration involved: 7</p>
	<p>7. Total fee (37 CFR 3.41) \$ 190.00</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Any deficiencies or overpayments are authorized to be charged to or credited to deposit account</p>
	<p>8. Deposit Account Number: <u>12-1781</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

08/10/2000 NTHA11 00000077 1387633
 01 FC:481 40.00 00
 02 FC:482 150.00 00

DO NOT USE THIS SPACE

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.

Charles Phipps
Name of Person Signing

Charles Phipps
Signature

July 14, 2000
Date

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

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "NM ACQUISITION COMPANY", CHANGING ITS NAME FROM "NM ACQUISITION COMPANY" TO "NATIONMARK MERCHANDISING & DISTRIBUTION COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1998, AT 3 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2845261 8100

981119888

AUTHENTICATION: 9001221

DATE ~~TRADEMARK~~

REEL: 002118 FRAME: 0152



NM ACQUISITION COMPANY
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Pursuant to Section 242 of the Delaware General Corporation Law (the "DGCL"), NM Acquisition Company, a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The Certificate of Incorporation of the Corporation is hereby amended in the following manner:

(a) The title of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as follows:

**"CERTIFICATE OF INCORPORATION OF NATIONMARK
MERCHANDISING & DISTRIBUTION COMPANY"**

(b) ARTICLE ONE of the Corporation's Certificate of Incorporation is hereby amended so that the said ARTICLE ONE will hereafter read as follows:

"ARTICLE ONE

Name

The name of the corporation is Nationmark Merchandising & Distribution Company."

2. In accordance with Section 141 of the DGCL, the Board of Directors of the Corporation has duly adopted resolutions setting forth said amendment, declaring said amendment to be advisable and in the best interests of the Corporation and calling for the submission of said amendment to the stockholders of the Corporation for consideration thereof.

3. In accordance with Section 228(a) of the DGCL, the stockholders of the Corporation have duly adopted said amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed as of the 26th day of March, 1998.

NM ACQUISITION COMPANY

By:


Richard Craig, President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 03/27/1998
981119888 - 2845261

TRADEMARK
REEL: 002118 FRAME: 0153



State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "NM ACQUISITION COMPANY", CHANGING ITS NAME FROM "NM ACQUISITION COMPANY" TO "NATIONMARK MERCHANDISING & DISTRIBUTION COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1998, AT 3 O'CLOCK P.M.



Edward J. Freel, Secretary of State

2845261 8100

981119888

AUTHENTICATION: 9001221

DATE: 03-30-98

TRADEMARK

REEL: 002118 FRAME: 0154



**NM ACQUISITION COMPANY
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Pursuant to Section 242 of the Delaware General Corporation Law (the "DGCL"), NM Acquisition Company, a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The Certificate of Incorporation of the Corporation is hereby amended in the following manner:

(a) The title of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as follows:

**"CERTIFICATE OF INCORPORATION OF NATIONMARK
MERCHANDISING & DISTRIBUTION COMPANY"**

(b) ARTICLE ONE of the Corporation's Certificate of Incorporation is hereby amended so that the said ARTICLE ONE will hereafter read as follows:

"ARTICLE ONE

Name

The name of the corporation is Nationmark Merchandising & Distribution Company."

2. In accordance with Section 141 of the DGCL, the Board of Directors of the Corporation has duly adopted resolutions setting forth said amendment, declaring said amendment to be advisable and in the best interests of the Corporation and calling for the submission of said amendment to the stockholders of the Corporation for consideration thereof.

3. In accordance with Section 228(a) of the DGCL, the stockholders of the Corporation have duly adopted said amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed as of the 16th day of March, 1998.

NM ACQUISITION COMPANY

By: _____

Richard Craig, President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 03/27/1998
981119888 - 2845261

RECORDED: 07/17/2000

TRADEMARK
REEL: 002118 FRAME: 0155