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06-10-1999

DEPARTMENT OF COMMERCE
Patent and Trademark Office

05-28-1999

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U.S. Patent & TMO/TM Mail Rcpt Dt. #10

Patents a

al documents or copy thereof.

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iving party(ies):

5.28.99

1. Name of conveying party(ies):

HOB Acquisition Corp.

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

Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: 2/24/99

Name: Urban Children's Stores, Inc.

Internal Address: _____

Street Address: 100 Metro Way

City: Secaucus State: NJ ZIP: 07094

- 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) and address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,887,963; 1,698,532; 1,602,428

Additional numbers attached? Yes No

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

Name: Jocelyn G. Bolling

Internal Address: Dorsey & Whitney LLP

Suite 200

Street Address: 1330 Connecticut Avenue NW

City: Washington State DC ZIP: 20036

6. Total number of applications and registrations involved:

three

7. Total fee (37 CFR 3.41): \$ 90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(For Any Deficiency) 04-1425

(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.

Jocelyn G. Bolling

Name of Person Signing

Signature

5-28-99

Date

Total number of pages comprising cover sheet: one

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

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Commissioner of Patents and Trademarks

01 FC:481
02 FC:482

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TRADEMARK

REEL: 001910 FRAME: 0679

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 "HOB ACQUISITION CORP.", CHANGING ITS NAME FROM "HOB ACQUISITION CORP." TO "URBAN CHILDREN'S STORES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1999, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2925136 8100

991202719

AUTHENTICATION: 9767319

DATE: 05-26-99

TRADEMARK
REEL: 001910 FRAME: 0680

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
HOB ACQUISITION CORP.

The undersigned, being a duly appointed officer of
HOB Acquisition Corp. (the "Corporation"), a corporation
organized and existing under the General Corporation Law of
the State of Delaware ("GCL") hereby certifies as follows:

FIRST: The name of the Corporation is:

"HOB Acquisition Corp."

SECOND: The Corporation hereby amends its
Certificate of Incorporation as follows:

Paragraph FIRST of the Certificate of
Incorporation, relating to the name of the Corporation, is
hereby amended and reads as follows:

"FIRST: The name of the
corporation (hereinafter sometimes
referred to as the "Corporation")
shall be Urban Children's Stores,
Inc."

THIRD: This Certificate of Amendment of the
Certificate of Incorporation has been duly adopted in
accordance with the provisions of Section 242 of the GCL and
has been consented to in writing by the stockholders of the

Corporation in accordance with Section 228 of the GCL.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 24th day of February, 1999.

HOB ACQUISITION CORP.

By: _____

Name:

Title: **JOSEPH J. SITT, President**