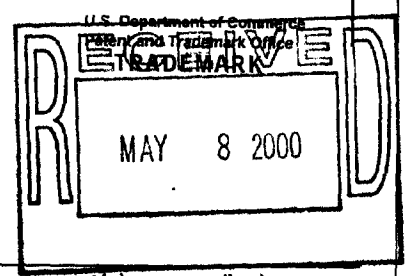


08-08-2000



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5.8.00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year _____
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Nationwide Advertising Service, Inc.

Execution Date
Month Day Year
06031994

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Ohio

Receiving Party

Mark if additional names of receiving parties attached

Name Gund Business Enterprises, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) The Halle Building, Suite 600

Address (line 2) _____

Address (line 3) Cleveland

Ohio

44115

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Ohio

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

08/07/2000 NTHA11 00000186 1815866
01 FC:481 40.00 CP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002116 FRAME: 0163

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1815866"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Stephen A. Hill

Name of Person Signing



Signature

5/8/00

Date Signed

01111-122

APPROVED
By *[Signature]*
Date 6-13-94
Amount 35.00
94061387601

JR

CERTIFICATE OF ADOPTION
OF
AMENDED ARTICLES OF INCORPORATION
OF
GUND BUSINESS ENTERPRISES, INC.
(formerly Nationwide Advertising Service, Inc.)

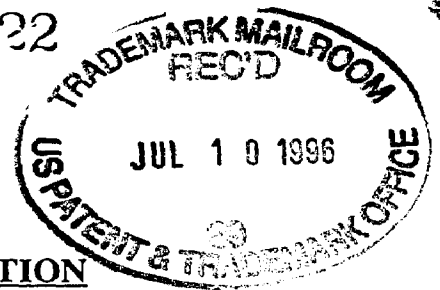
Richard T. Watson, Vice President, and Patrick J. Amer, Assistant Secretary of GUND BUSINESS ENTERPRISES, INC. (formerly Nationwide Advertising Service, Inc.), an Ohio corporation, do hereby certify that on the 3rd day of June, 1994, the Amended Articles of Incorporation which are attached hereto were adopted by unanimous written action of the shareholders entitled to exercise all of the voting power of the Corporation on the proposal, pursuant to Section 1701.54 of the Ohio Revised Code.

IN WITNESS WHEREOF, said Richard T. Watson, Vice President and Patrick J. Amer, Assistant Secretary, of GUND BUSINESS ENTERPRISES, INC. (formerly Nationwide Advertising Service, Inc.), acting for and on behalf of said Corporation, have executed this certificate on this 3rd day of June, 1994.

[Signature]
Richard T. Watson
Vice President

[Signature]
Patrick J. Amer
Assistant Secretary

041111-1022



AMENDED ARTICLES OF INCORPORATION

OF

GUND BUSINESS ENTERPRISES, INC.
(formerly Nationwide Advertising Service, Inc.)

- FIRST:** The name of the Corporation shall be GUND BUSINESS ENTERPRISES, INC.
- SECOND:** The principal office of the Corporation in the State of Ohio is to be located at Cleveland in Cuyahoga County.
- THIRD:** The purposes for which, and for any of which, the Corporation is formed are as follows:
1. To develop, produce, manufacture, buy, hold, sell and generally deal in products, goods, intangible assets and services of any and all kinds and to do all things necessary or incidental thereto.
 2. In general to engage in any lawful act or activities for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.
- FOURTH:** The number of shares which the Corporation is authorized to have outstanding is 2,500,000 shares of Common Stock without par value. Each share of Common Stock of the Corporation outstanding at the time of filing of these Amended Articles shall without more become and be changed into one thousand shares of Common Stock of the Corporation.
- FIFTH:** The Corporation may from time to time, pursuant to authorization by the Board of Directors and without action by the shareholders, purchase or otherwise acquire shares of the Corporation of any class or classes in such manner, upon such terms and in such amounts as the Board of Directors shall determine; subject, however, to such limitation or restriction, if any, as is contained in the express terms of any class of shares of the Corporation outstanding at the time of the purchase or acquisition in question.
- SIXTH:** These Amended Articles of Incorporation supersede and take the place of the existing Articles of Incorporation and all amendments thereto.

0411111022-1022



The State of Ohio

Bob Taft

Secretary of State

612528

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: **AMA MIS CHN**

of:

GUND BUSINESS ENTERPRISES, INC. FORMERLY NATIONWIDE ADVERTISING SERVICE, IN C.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 4144 at Frame 1221 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 13TH day of JUNE
A.D. 19 94 .



Bob Taft
Bob Taft
Secretary of State