

02-01-2001



COVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honor

101602560

Record the attached original documents or copy thereof.

1. Name of conveying party(ies): ASPHALT ZIPPER, INC. (formerly AZ ACQUISITION CORP.) A Utah Corporation 1.22.01

2. Name and address of receiving parties: AMSTEL INVESTMENTS, LLC 11150 Santa Monica Boulevard, Suite 320 Los Angeles, California 90025 A Delaware limited liability company

3. Nature of conveyance: Name Change Execution Date: January 18, 2001

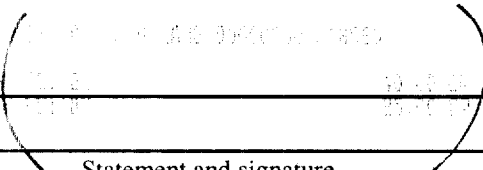
If Assignee is not domiciled in the United States, a domestic representative designation is attached [] yes [X] no

4. Application number(s) or Registration number(s): A. Trademark Application No(s): N/A

B. Trademark Registration No(s): 2185684, 2266431 Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Elaine R. Levin, Esq. RIORDAN & MCKINZIE 600 Anton Boulevard, Suite 1800 Costa Mesa, California 92626

6. Total number of applications and registrations involved in this security agreement: [2] 7. Total fee (37 CFR 3.41) \$65.00 [X] Enclosed Check No. [92757] [] Any additional fees which may be required are authorized to be charged to deposit account No. 8. Deposit account number: N/A



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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. Elaine R. Levin Name of Person Signing Signature Date 1-18-01

Total number of pages including cover sheet, attachments, and documents: [5 including check & post card]

Mail documents to be recorded with required cover sheet information to:

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AZ ACQUISITION CORP.

WHICH IS HEREBY BEING RENAMED ASPHALT ZIPPER, INC.

AZ Acquisition Corp., a Utah corporation (the "Corporation"), acting in accordance with Section 16-10-a-1006 of the Utah Revised Business Corporation Act, as amended (the "Utah Act"), and pursuant to an Action by Unanimous Written Consent of the Board of Directors in Lieu of Organizational Meeting, hereby adopts the following Articles of Amendment to the Corporation's Articles of Incorporation (the "Articles of Amendment"):

FIRST: The name of the Corporation is AZ Acquisition Corp. (the "Corporation").

SECOND: Article I of the Articles of Incorporation is amended in its entirety as follows:

"ARTICLE I
CORPORATE NAME

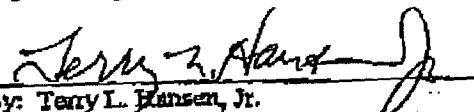
The name of the corporation is Asphalt Zipper, Inc."

THIRD: This amendment to the Articles of Incorporation was approved by the Corporation's Board of Directors pursuant to an Action by Unanimous Written Consent of the Board of Directors in Lieu of Organizational Meeting, dated September 20, 2000, before the Corporation issued any shares of capital stock.

Except as herein amended, the Articles of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officer this 6th day of October, 2000.

AZ Acquisition Corp.,
which is hereby being renamed
Asphalt Zipper, Inc.


By: Terry L. Hansen, Jr.
Its: President and Chief Executive Officer



FILED

OCT 06 2000

Utah Div. Of Corp. & Comm. Code

Date: 10/06/2000
Receipt Number: 132199
Amount Paid: \$25.00

10-06-00 P04:43 IN