

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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):
Sandy Point, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other New York Limited Liability Company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: September 4, 2003

2. Name and address of receiving party(ies)

Name: Work 'n Gear, LLC
Internal Address: _____
Address: _____

Street Address: 293 Libbey Industrial Parkway
City: Weymouth State: MA Zip: 02189

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other New York Limited Liability Company

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

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

A. Trademark Application No.(s) 75/884022; 75/633904

B. Trademark Registration No.(s) See attached sheet with 14 registrations listed

Additional number(s) attached Yes No

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

Name: Laura Topper
Internal Address: Wolf, Greenfield & Sacks, P.C.

Street Address: 600 Atlantic Avenue

City: Boston State: MA Zip: 02210

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41).....\$ 415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23/2825

DO NOT USE THIS SPACE

9. Signature.

Laura Topper
Name of Person Signing


Signature

September 26, 2003
Date

Total number of pages including cover sheet, attachments, and document: 6

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

CH \$415.00 232825 75884022

**Recordation Form Cover Sheet
Trademarks Only
Continuation of Item 4**

B. Trademark Registration No(s):

1,988,964
2,493,249
1,996,255
2,613,016
2,579,118
2,197,472
2,128,566
2,057,039
2,483,153
1,129,299
1,894,434
1,899,015
1,899,339
2,483,400

State of New York }
Department of State } ss:

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.

September 04, 2003

Witness my hand and seal of the Department of State on



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

09/04/2003 11:54 FAX

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CSC 45
DRAW DOWN

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231

CERTIFICATE OF RESTATED
ARTICLES OF ORGANIZATION
(with Amendment)

OF
SANDY POINT, LLC

Under Section 214 of the Limited Liability Company Law

FIRST: The name of the limited liability company is **Sandy Point, LLC** (the "Company").

SECOND: The date the Articles of Organization were filed with the Secretary of State is March 7, 2002.

THIRD: The text of the Articles of Organization is hereby restated with amendments to effect one or more of the amendments authorized by the Limited Liability Company Law.

(A) Paragraph **FIRST** of the Articles of Organization regarding the name of the Company is amended.

(B) Paragraph **SIXTH** regarding the rights, powers, preferences and limitations of the managers of the Company is amended.

(C) Paragraph **SEVENTH** regarding the rights, powers, preferences and limitations of the members of the Company is added to the Articles of Organization.

The text of the Articles of Organization is hereby restated as amended to read as set forth in full beginning on the following page.

ARTICLES OF ORGANIZATION OF WORK 'N GEAR, LLC

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is **Work 'n Gear, LLC** (the "Company").

SECOND: The county within the state in which the office of the Company is to be located is Westchester.

THIRD: The Company does not have a specific date of dissolution in addition to the events of dissolution set forth by law.

FOURTH: The Secretary of State is designated as agent of the Company upon whom process against it may be served. The post office address within or without this state to which the Secretary of State shall mail a copy of any process against the Company serve upon him or her is:

Silverberg, Stonehill & Goldsmith, P.C.
111 West 40th Street, 33rd Floor
New York, New York 10018

FIFTH: The Articles of Organization shall be effective at the time of filing with the department of state.

SIXTH: The Company is to be managed by one or more managers. The Company may have classes or groups of managers having such relative rights, powers, preferences and limitations as the operating agreement of the Company may provide. The Company may create, in the manner provided in the operating agreement, additional classes of managers having such relative rights, powers, preferences and limitations as may from time to time be established pursuant to the operating agreement, including rights, powers, preferences, limitations and duties senior to existing classes of managers.

SEVENTH: The Company may have classes or groups of members having such relative rights, powers, preferences and limitations as the operating agreement of the Company may provide. The Company may create, in the manner provided in the operating agreement, additional classes of members having such relative rights, powers, preferences and limitations as may from time to time be established pursuant to the operating agreement, including rights, powers, preferences, limitations and duties senior to existing classes of members.

IN WITNESS WHEREOF, this certificate has been subscribed to this 4th day of September, 2003 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



Anthony DiPaolo
Manager

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