



TRADEMARK

12-22-2005



NLY

Docket No.:

695-44, 695-45

Tab settings

original documents or copy thereof.

To the Director of the United States Patent and Tr.

103142093

12-16-05

1. Name of conveying party(ies):

Cradle Holdings, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Change of Name

Execution Date: October 31, 2005

2. Name and address of receiving party(ies):

Name: Erno Laszlo, Inc.

Internal Address: Third Floor

Street Address: 12 West 57th Street

City: New York State: NY ZIP: 10019

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark / Service Mark Application No.(s)

78/589,723 3/17/05
78/621,240 5/2/05

B. Trademark / Service Mark Registration No.(s)

I hereby certify this correspondence is being deposited with the United States Postal Service as first class mail postpaid in an envelope addressed to Commissioner for Patents, PO Box 1450, Alexandria, VA 22313-1450

on 12/14/05 Signature [Signature]

Additional numbers Yes No

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

Name: A. Thomas Kammer

Internal Address: Hoffmann & Baron, LLP

Street Address: 6900 Jericho Turnpike

12/21/2005 ECDOPER 00000183 78589723

01 FC:8521 40.00 DP
02 FC:8522 25.00 DP
City: Syosset State: NY ZIP: 11791

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2461

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.

A. Thomas Kammer

Name of Person Signing

[Signature]

Signature

December 14, 2005

Date

Total number of pages including cover sheet, attachments, and

4

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

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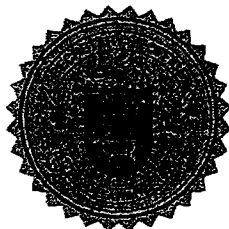
The First State

I, HARRIET SMITH WINDSOR, 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 "CRADLE HOLDINGS, INC.", CHANGING ITS NAME FROM "CRADLE HOLDINGS, INC." TO "ERNO LASZLO, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2005, AT 1:27 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3460752 8100

050929674



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4297186

DATE: 11-15-05

TRADEMARK
REEL: 003280 FRAME: 0633

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CRADLE HOLDINGS, INC.**

Pursuant to Sections 228 and 242 of the Delaware General Corporation Law

The undersigned, in order to amend the Certificate of Incorporation (the "Certificate of Incorporation") of Cradle Holdings, Inc, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

1: The name of the Corporation is Cradle Holdings, Inc


2: The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 27, 2001. The Corporation filed a certificate of amendment to the certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware on August 6, 2002. The Corporation subsequently filed an amended and restated certificate of incorporation with the Secretary of State of the State of Delaware on October 28, 2002. The Corporation subsequently filed a second amended and restated certificate of incorporation with the Secretary of State of the State of Delaware on May 28, 2003.

3: The Certificate of Incorporation of the Corporation is hereby amended by striking out Article First thereof, relating to the name of the Corporation, and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation is Erno Laszlo, Inc. (the "Corporation")"

4: It is hereby certified that this amendment of the Certificate of Incorporation has been duly adopted in accordance with section 242 of the Delaware General Corporation Law and was authorized by the consent, in writing, setting forth the action so taken, signed by the holders of a majority of all of the issued and outstanding shares of stock of the Corporation entitled to vote thereon in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31st day of October, 2005.



Laurent Bravard
Secretary

Doc #31163677 WPD