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TRADEMARK  
5087-4021

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
TRADEMARK EXAMINING OPERATION**

Applicant : Franklin Loufrani  
Mark : SMILEY Design  
Serial No : 75/647,117  
Filing Date : February 24, 1999

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To The Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

**SUBSTITUTE POWER OF ATTORNEY**

Applicant hereby revokes all previous powers of attorney and hereby appoints David H Pfeffer, Harry C Marcus, Robert E. Paulson, Stephen R. Smith, Kurt E. Richter, J Robert Dailey, Eugene Moroz, John F. Sweeney, Arnold I Rady, Christopher A. Hughes, William S. Feiler, Janet Dore, Joseph A. Calvaruso, James W. Gould, Richard C. Komson, Israel Blum, Christopher K. Hu, Bartholomew Verdirame, Dickerson M. Downing, Maria C.H. Lin, Joseph DeGirolamo, Michael P. Dougherty, Seth J. Atlas, Andrew M. Riddles, Bruce D. DeRenzi, Mark J. Abate, John T. Gallagher, Steven F. Meyer, Kenneth H. Sonnenfeld, David H T. Kane, Siegrun Kane, Tony V. Pezzano, Andrea L. Wayda, Walter G. Hanchuk, John Osborne, Robert K. Goethals, Peter N. Fill, Mary Morry, Kenneth S. Weitzman, and each of them as its attorneys to prosecute this trademark application, to transact all business in the Patent and

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Trademark Office in connection therewith, and to receive the certificate of registration.

Please address all correspondence to:

Janet Dore, Esq.  
MORGAN & FINNEGAN, L.L.P.  
345 Park Avenue  
New York, New York 10154

**DESIGNATION OF DOMESTIC REPRESENTATIVE**

MORGAN & FINNEGAN, L.L.P., whose address is 345 Park Avenue, New York, New York 10154, is hereby designated registrant's representative upon whom notice or process in proceedings affecting the mark or the registration may be served.

Dated Oct 21, 2002

By

Franklin Loufrani  
Name: Franklin Loufrani