

01-04-1999

SHEET

OMB No. 0651-0011 (exp. 4/94)

MRD 12-28-98



100933045

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Kay Jewelers, Inc.

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

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

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

Name: Sterling Jewelers Inc

Internal Address:

Street Address: 375 Ghent Road

City: Akron State: Ohio ZIP: 44333-2668

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

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

3. Nature of conveyance

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

Execution Date:

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)
347,721

Additional numbers attached? Yes No

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

Name: Reese Taylor, Esq.
Renner, Kenner, Greive, Bobak, Taylor & Weber

Internal Address:

Street Address: 1610 First National Tower

City: Akron State: Ohio ZIP: 44308-1456

6. Total Number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account (any fee deficiency)

8. Deposit Account Number:

18-0987

(Attach duplicate copy of this page if paying by deposit account)

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

Reese Taylor

Name of Person Signing

Signature

12/22/98

Date

12/31/1998 DNGUYEN 00000224 347721

Total number of pages including cover sheet, attachments, and document 8

01 FC:481

40.00 DP

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1834 FRAME: 0880

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"STERLING JEWELERS INC.", A DELAWARE CORPORATION,
WITH AND INTO "KAY JEWELERS, INC." UNDER THE NAME OF
"STERLING JEWELERS INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1991, AT 10
O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0787584 8100M
971094742

AUTHENTICATION: 8394813
03-27-97

DATE:

TRADEMARK
REEL: 1834 FRAME: 0881

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

STERLING JEWELERS INC.
(a Delaware corporation)

INTO

KAY JEWELERS, INC.
(a Delaware corporation)

It is hereby certified that:

1. Kay Jewelers, Inc. is a business corporation organized and existing under the laws of the State of Delaware ("Kay").

2. Sterling Jewelers Inc., a business corporation organized and existing under the laws of the State of Delaware ("Sterling"), has authorized capital stock consisting of 3,000 shares of common stock, par value \$.01 per share, 1,124 of which are issued and outstanding. All of such issued and outstanding shares are owned by Kay.

3. Sterling shall be merged with and into Kay. The merger has been adopted, approved, certified, executed and acknowledged by Kay in accordance with the requirements of the General Corporation Law of the State of Delaware, and is intended to be a complete liquidation of Sterling within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

4. The following is a copy of the resolutions adopted on August 15, 1991, by the Board of Directors of Kay to merge Sterling into Kay:

RESOLVED, that Sterling shall merge (the "Merger") with and into Kay, and that the Merger be, and the same hereby is, authorized and approved; and further

RESOLVED, that the terms and conditions of the Merger are as follows:

(a) The separate corporate existence of Sterling shall cease upon the effectiveness of the Merger;

(b) Kay shall be the surviving corporation in the Merger (the "Surviving Corporation") and the separate corporate existence of Kay with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected and unimpaired by the Merger;

(c) The Surviving Corporation shall assume all of the liabilities and obligations of Sterling upon the effectiveness of the Merger;

(d) The Amended and Restated Certificate of Incorporation of Kay, as in effect immediately prior to the effectiveness of the Merger, shall be the Certificate of Incorporation of the Surviving Corporation and shall be amended upon the effectiveness of the Merger to read in its entirety as set forth on Exhibit A hereto until further amended or restated in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware;

(e) The By-laws of Kay, as in effect immediately prior to the effectiveness of the Merger, shall be the By-laws of the Surviving Corporation and shall continue in full force and effect until further amended and restated in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware;

(f) The directors and officers of Kay immediately prior to the effectiveness of the Merger shall be the directors and officers of the Surviving Corporation and shall hold such positions as provided in the By-laws of the Surviving Corporation;

(g) Upon the effectiveness of the Merger, each of the issued shares of common stock of Sterling shall be surrendered and extinguished and each of the issued shares of common stock of Kay shall remain issued and each certificate therefor shall continue to evidence the same number of

shares of common stock of the Surviving Corporation; and

(h) The Merger shall become effective on August 30, 1991.

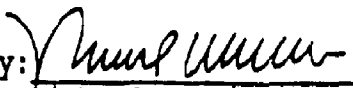
; and further

RESOLVED, that Kay shall cause to be executed, acknowledged, filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and shall cause to be performed any other acts in such jurisdictions necessary or appropriate to effect the Merger; and further

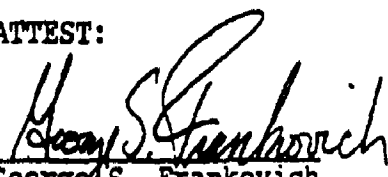
RESOLVED, that the appropriate officers of Kay be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of Kay, to take such additional action and to execute and deliver such additional agreements, documents and instruments as each may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed on this 15th day of August, 1991.

KAY JEWELERS, INC.

By: 
Richard W. Miller
Senior Vice President
of Finance

ATTEST:


George S. Frankovich
Secretary

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
STERLING JEWELERS INC.

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is:

Sterling Jewelers Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as from time to time amended.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 3000, all of which shares shall be Common Stock having a par value of \$.01 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this Certificate of Incorporation,

By-laws of the Corporation may be adopted, amended or repealed by a majority of the Board of Directors of the Corporation, but any By-laws adopted by the Board of Directors may be amended or repealed by the stockholders entitled to vote thereon. Election of directors need not be by written ballot.

SIXTH: (a) A director of the Corporation shall not be personally liable either to the Corporation or to any stockholder for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, or (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the General Corporation Law of the State of Delaware or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director shall have derived an improper personal benefit. Neither amendment nor repeal of this paragraph (a) nor the adoption of any provision of the Certificate of Incorporation inconsistent with this paragraph (a) shall eliminate or reduce the effect of this paragraph (a) in respect of any matter occurring, or any cause of action, suit or claim that, but

for this paragraph (a) of this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by law. The Corporation may adopt By-laws or enter into agreements with any such person for the purpose of providing for such indemnification.