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10-25-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

9-28-00

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002160 FRAME: 0480

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="74/463,154"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Scott D. Minden
Name of Person Signing

Scott D. Minden
Signature

9/20/00
Date Signed

State of Delaware
Office of the Secretary of State

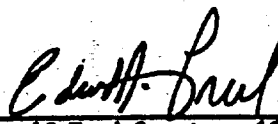
PAGE 1

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:

"BLENHEIM JEWELRY SHOWS, INC.", A NEW JERSEY CORPORATION, WITH AND INTO "BLENHEIM HOLDINGS, INC." UNDER THE NAME OF "BLENHEIM GROUP USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JULY, A.D. 1994, AT 3 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

7192105

DATE:

08-04-94

**CERTIFICATE OF OWNERSHIP
MERCING
BLENHEIM JEWELRY SHOWS, INC.
INTO
BLENHEIM HOLDINGS, INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Blenheim Holdings, Inc., a corporation incorporated on the 9th day of February, 1989, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify that the Corporation owns all of the capital stock of Blenheim Jewelry Shows, Inc., a corporation incorporated under the laws of the State of New Jersey, and that the Corporation, by a resolution of its board of directors duly adopted on July 19, 1994, determined to and did merge into itself said Blenheim Jewelry Shows, Inc. which resolution is in the following words to wit:

WHEREAS the Corporation lawfully owns all the outstanding stock of Blenheim Jewelry Shows, Inc., a corporation organized and existing under the laws of the State of New Jersey, and

WHEREAS the Corporation desires to merge into itself the said Blenheim Jewelry Shows, Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation, and

WHEREAS the Corporation wishes to change its name simultaneously with this merger to Blenheim Group USA, Inc.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge into itself, and it does hereby merge into itself said Blenheim Jewelry Shows, Inc. and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that the chairman, president or a vice-president, and the secretary or treasurer of the Corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolution, to merge said Blenheim Jewelry Shows, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware.


FURTHER RESOLVED, that the Corporation does hereby amend its certificate of incorporation by changing the name of the Corporation to

Blenheim Group USA, Inc.

FURTHER RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to accomplish the above, which is to take effect on July 22, 1994.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its president and attested by its secretary, and its corporate seal to be hereto affixed, the 19th day of July, 1994.

Blenheim Holdings, Inc.

By 
Stephen Santilli, President

Attest:


Philip Scalo, Secretary