

10-25-2000



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MRD
10-11-00

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

- 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 Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

- Mark if additional names of conveying parties attached
- Name Execution Date
Month Day Year
- 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)
- City State/Country Zip Code
- Individual General Partnership Limited Partnership Association
- 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

10/24/2000 MTHA11 00000194 1184693

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40.00 OP

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: 002161 FRAME: 0422

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1184693"/>	<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"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Ross M. Weisman
Name of Person Signing


Signature

October 11, 2000
Date Signed

CERTIFICATE OF OWNERSHIP AND MERGER

**MERGING
WHITEHALL JEWELLERS MERGING CORP.
INTO
MARKS BROS. JEW. FLERS, INC.**

Marks Bros. Jewelers, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY.

FIRST That the Corporation was incorporated on November 20, 1947 pursuant to the General Corporation Law of the State of Delaware (the "DGCL")

SECOND That the Corporation owns all of the outstanding shares of capital stock of Whitehall Jewellers Merging Corp., a Delaware corporation ("Subsidiary"), which was incorporated on January 6, 1999 pursuant to the DGCL

THIRD That the merger of Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL was approved by the Board of Directors of the Corporation by written consent of the Board of Directors on January 7, 1999, wherein the Board of Directors of the Corporation adopted the following resolutions, which have not been amended, modified or rescinded and remain in full force and effect on the date hereof

RESOLVED, that the Board of Directors of the Corporation, hereby declares it advisable and in the best interests of the Corporation to change the name of the Corporation to "Whitehall Jewellers, Inc."

FURTHER RESOLVED, that, in order to effect the change in the name of the Corporation pursuant to Section 253 of the DGCL, the proper officers of the Corporation be, and they are hereby, authorized and directed to cause Whitehall Jewellers Merging Corp., a Delaware

corporation and wholly-owned subsidiary of the Corporation ("Subsidiary"), to be merged with and into the Corporation (the "Merger").

FURTHER RESOLVED, that the Corporation shall assume all of the obligations of Subsidiary pursuant to said Section 253 and that all of the outstanding shares of capital stock of Subsidiary be, and they are hereby, canceled and retired and no shares of the capital stock of the Corporation, cash or other consideration shall be issued in exchange therefor;

FURTHER RESOLVED, that the Merger shall become effective upon the filing with the Secretary of State of the State of Delaware, in accordance with Section 103 of the DGCL, of a Certificate of Ownership and Merger pursuant to said Section 253 of the DGCL.

FURTHER RESOLVED, that the proper officers of the Corporation be, and they are hereby, authorized and directed to execute a Certificate of Ownership and Merger setting forth the resolutions to merge Subsidiary with and into the Corporation, to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy thereof to be recorded in the office of the Recorder of Deeds of the appropriate county in the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect the merger.

FURTHER RESOLVED, that upon the effectiveness of the Merger, the name of the surviving corporation shall be "Whitehall Jewellers, Inc." and the first article of the Restated Certificate of Incorporation of Corporation, as amended and in effect immediately prior to the time the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware, shall be amended to read after such time as follows:

"FIRST The name of the Corporation is WHITEHALL JEWELLERS, INC."

FURTHER RESOLVED, that anything herein or elsewhere to the contrary notwithstanding, the Merger may be abandoned by the Board of Directors of the Corporation at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

FURTHER RESOLVED, that upon the effectiveness of the Merger, the proper officers of the Corporation be, and they are hereby, authorized and directed to cause, if necessary or appropriate, the Certificate of Ownership and Merger and any required supplementary or other documents to be filed with the Secretary of State of each state in which the Corporation is qualified to do business as a foreign corporation as evidence of the change of the Corporation's name.

FURTHER RESOLVED, that upon the effectiveness of the Merger, the proper officers of the Corporation be, and they are hereby, authorized and directed to cause, if necessary or appropriate, the Certificate of Ownership and Merger to be recorded in the United States Patent and Trademark Office and in any appropriate foreign registry office of patents and trademarks, as evidence of the change of the Corporation's name.

FURTHER RESOLVED, that in the event that the purposes of the above resolutions of the Board of Directors cannot be accomplished as planned for any reason whatsoever, the officers of the Corporation are authorized and directed to take all such actions as they may deem necessary or advisable in order to accomplish such purposes to the extent practicable (including, without limitation, adjustment of the specific wording (but not the sense or purpose) of the foregoing resolutions, if necessary, to comply with applicable state filing requirements), provided, that the essential purposes achieved remain the same as those approved and adopted by this Board by the foregoing resolutions, and

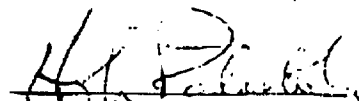
FURTHER RESOLVED, that the officers of the Corporation be, and they are hereby, authorized and directed to execute and deliver, on behalf of the Corporation, such other documents, instruments and certificates and to take such other actions as each such officer, in his or her sole discretion, deems necessary or appropriate to carry out the full intent and purposes of the foregoing resolutions.

FOURTH This merger shall be effective upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its President and attested by its Secretary this 19th day of January, 1999

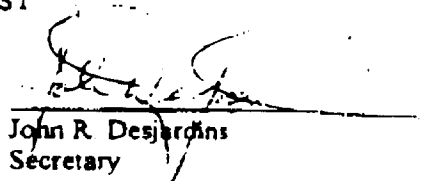
MARKS BROS. JEWELERS, INC.

By:


Hugh M. Patinkin
President

ATTEST

By

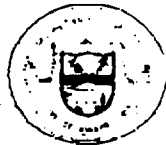

John R. Desjardins
Secretary

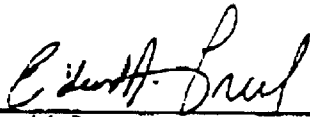
Office of the Secretary of State

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:

"WHITEHALL JEWELLERS MERGING CORP.", A DELAWARE CORPORATION, WITH AND INTO "MARKS BROS. JEWELERS, INC." UNDER THE NAME OF "WHITEHALL JEWELLERS, 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 JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9530226

DATE: 01-20-99