



To the Honorable Commissioner of Patents & Trademarks

Documents or copy thereof.

8.50-01 101834882

1. Name of conveying party(ies):  
 Carolee Designs Inc.

Individual(s)                       Association  
 General Partnership               Other  
 Limited Partnership  
 Corporation - Connecticut

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

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

Name:  
 CAROLEE DESIGNS INC.

Street Address:  
 100 Phoenix Avenue  
 Enfield, CT 06083

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                               Merger  
 Change of Name                       Other  
 Security Agreement

Execution Date: July 12, 2001

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

A. Trademark Application No(s).  
 (see attached Schedule A)

B. Trademark Registration No(s).  
 (see attached Schedule A)

Additional numbers attached?  Yes  No

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

Lawrence E. Laubscher, Jr.  
 1160 Spa Road, Suite 2B  
 Annapolis, MD 21403

6. Total number of applications and registrations involved: **13**

7. Total fee (37 CFR 3.41).....\$ **340**  
 Enclosed  
 Authorized to be charged to deposit account any missing or additional fee

8. Deposit Account No. **50-1936**

09/05/2001 TD1071 00000122 1370059  
 01 FC:481 40.00 OF  
 02 FC:482 300.00 OF

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.

Lawrence E. Laubscher, Jr.  
 Name of Person Signing

Signature

August 28, 2001  
 Date

Total number of pages including cover sheet: **[5]**

\\:\Station3\CCG\DOCUMENT\21871.asg.cov

\*\*\* CERTIFICATE OF MAILING \*\*\*

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Box Assignment, U.S. Patent and Trademark Office, Washington, D.C. 20231

on August 28, 2001  
 Date

Gafi Spicknall

## SCHEDULE A

(1) Registrations

<u>Registration No.</u>	<u>Mark</u>
1,370,059	CAROLEE
1,412,672	BAUBLES (& Design)
1,878,585	CAROLEE'S STERLING SENTIMENTS
1,884,915	PEARLS OF WISDOM
1,927,096	OUTRAGEOUS FAUX JEWELS
1,933,042	Miscellaneous Design (watch box)
1,981,612	CLOUD NINE
1,989,032	LITTLE LUXURIES
1,996,298	JEWELRY THAT TELLS TIME
2,265,103	CAROLEE
2,296,631	CAROLEE
2,333,676	CAROLEE

(2) Applications

<u>Application No.</u>	<u>Mark</u>
78/041,922	GREENWICH

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

---

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 MERGER, WHICH MERGES:

"CAROLEE DESIGNS INC.", A CONNECTICUT CORPORATION,  
WITH AND INTO "CCG ACQUISITION CORP." UNDER THE NAME OF  
"CAROLEE DESIGNS INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWELFTH DAY OF JULY, A.D. 2001, AT 9 O'CLOCK  
A.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

3408530 8100M

010404785

AUTHENTICATION: 1312307

DATE: 08-24-01

TRADEMARK  
REEL: 002362 FRAME: 0558

CERTIFICATE OF MERGER  
OF  
CAROLEE DESIGNS INC.  
INTO  
CCG ACQUISITION CORP.

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "GCL"), it is hereby certified that:

1. The name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
CCG Acquisition Corp.	Delaware
Carolee Designs Inc.	Connecticut

2. An agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by Carolee Designs Inc. in accordance with the laws under which it is formed and by CCG Acquisition Corp. in accordance with the requirements of Section 251 of the GCL.

3. The name of the surviving corporation of the merger is CCG Acquisition Corp., which shall hereinwith be changed to Carolee Designs Inc., a Delaware Corporation.

4. The following amendment to the certificate of incorporation of the surviving corporation shall be effected by the merger: Article "FIRST", which Article sets forth the name of the corporation is hereby amended to read in its entirety as follows:

"FIRST: The name of the corporation is Carolee Designs Inc."

As amended by the foregoing, the certificate of incorporation of CCG Acquisition Corp., as in effect on the effective date of the merger, shall be the certificate of incorporation of the surviving corporation.

5. The executed agreement and plan of merger is on file at the office of the surviving corporation at P.O. Box 1700, 100 Phoenix Ave., Enfield, CT 06083.

6. A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of each foreign corporation which is a party to this merger is as follows:

<u>Name</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Per Value Per Share</u>
Carolee Designs Inc.	Class A Common Stock	5,000	\$1.00
Carolee Designs Inc.	Class B Common Stock	15,000	\$1.00

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed in its name as of the 12<sup>th</sup> day of July, 2001.

CCG ACQUISITION CORP.

By: Mark Shulman  
Name: Mark Shulman  
Title: Chief Operating Officer