

FORM PTO-1594
(Rev. 6-93)
OMB. No. 0651-0011 (exp. 4/94)

R

09-13-2001



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies): **8-21-01**
 Marks & Morgan Jewelers, Inc.

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

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

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

Name: Sterling Inc.

Internal Address: **AUG 31**

Street Address: 375 Ghent Road

City: Akron State: Ohio ZIP: 44333

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation-State of Ohio
 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) and addresses attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: December 12, 2000

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

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	2,415,062 2,198,169
	2,311,396 2,195,079
	2,311,395 2,065,696
	2,255,875 1,743,046

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: Fourth Floor, First National Tower

City: Akron State: OH ZIP: 44308-1456

6. Total Number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 215.00

Enclosed

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

8. Deposit Account Number:
18-0987

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 *Reese Taylor* 8/29/01
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 4

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

09/12/2001 6T0N11 00000054 2415062

01 FC:481
02 FC:482

40.00 OP
175.00 OP

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

TRADEMARK
REEL: 002365 FRAME: 0436

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 010020571
CONTROL NUMBER : H700349
EFFECTIVE DATE : 12/31/2000
REFERENCE : 0091
PRINT DATE : 01/02/2001
FORM NUMBER : 411

CSC NETWORKS, INC.
DAVID HOLCOMB #310
900 OLD ROSWELL LAKES PKWY.
ROSWELL GA 30076

CERTIFICATE OF MERGER

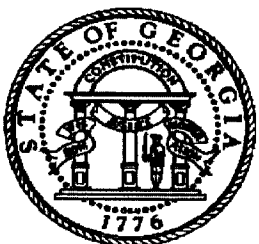
I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

STERLING INC. (OHIO), A OHIO CORPORATION

Nonsurviving Entity/Entities:

MARKS & MORGAN JEWELERS, INC., A GEORGIA CORPORATION




CATHY COX
SECRETARY OF STATE

TRADEMARK
REEL: 002365 FRAME: 0437

CERTIFICATE OF MERGER
of
MARKS & MORGAN JEWELERS, Inc.,
a Georgia corporation

WITH and INTO
STERLING INC.,
an Ohio corporation

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code ("Georgia BCC"), Marks & Morgan Jewelers, Inc., a Georgia corporation ("Marks & Morgan") and Sterling Inc. an Ohio corporation ("Sterling"), do hereby certify the following information relating to the merger of Marks & Morgan with and into Sterling (the "Merger"):

FIRST: The names and states of incorporation of Marks & Morgan and Sterling, which are the constituent corporations in the Merger (the "Constituent Corporations") are:

<u>Name</u>	<u>State</u>
Marks & Morgan Jewelers, Inc.	Georgia
Sterling Inc.	Ohio

SECOND: The Agreement and Plan of Merger, dated as of December 12, 2000 (the "Merger Agreement"), between Sterling and Marks & Morgan, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Sections 14-2-1101 and 14-2-1103 of the Georgia BCC and Section 1701.78 of the Ohio Revised Code.

THIRD: The name of the surviving corporation of the Merger (the "Surviving Corporation") is Sterling Inc.

FOURTH: The Amended and Restated Certificate of Incorporation of Sterling Inc., as in effect immediately prior to the Merger, shall be the certificate of incorporation of the Surviving Corporation, until duly amended in accordance with applicable law and the terms thereof.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 375 Ghent Road, Akron, Ohio 44333.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

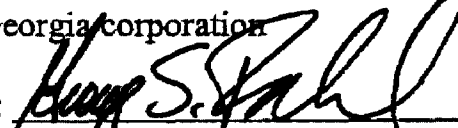
SEVENTH: The Merger herein provided for shall take effect in the State of Georgia at 11:59 P.M. on December 31, 2000.

EIGHTH: The Merger was duly approved by each of the Shareholders of the Constituent Corporations.

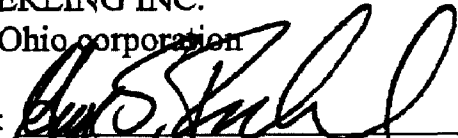
The Certificate may be executed in counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 12th day of December, 2000.

MARKS & MORGAN JEWELERS, INC.
a Georgia corporation

By: 
Name: George S. Frankovich
Title: Secretary

STERLING INC.
an Ohio corporation

By: 
Name: George S. Frankovich
Title: Secretary

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SECRETARY OF STATE
00 DEC 18 AM 10: 29
CORPORATIONS DIVISION