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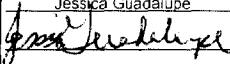
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November 1, 2002

RECORDATION FORM COVER SHEET - TRADEMARKS

Assistant Commissioner for Trademarks
Box Assignments
Washington DC 20231

Attn: BOX ASSIGNMENTS FEE

Certificate of Express Mail Pursuant to 37 C.F.R., §1.10	
Express Mail™ mailing label number EJ339189433US	
I hereby certify that this correspondence is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service on <u>November 1, 2002</u>	
Jessica Guadalupe	Printed Name
	Signature
November 1, 2002	Signature Date

Re: Recordal of Assignment
Assignor: SCHUMAN MERGING ENTITY, INC.
Assignee: ARTHUR SCHUMAN, INC.
Trademarks: Reg. No. 1,312,496

ARGITONI
BELLA ROSA
CELLO
CELLO & Design
CILU & Design
EMPIRIA
IMPERIA
QUESO SOLIMAR & Design
SUPERIOR ASI & Design
UNIVERSAL
VENACASA & Design
ZANETTI & Design
ZANETTI & Design

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01 FC:8521
02 FC:8522

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300.00 OP

Reg. No. 2,168,819
Reg. No. 2,210,610
Reg. No. 1,665,960
Reg. No. 1,869,796
Reg. No. 795,665
Reg. No. 786,882
Reg. No. 2,095,810
Reg. No. 1,837,984
Reg. No. 2,638,979
Reg. No. 2,100,080
Reg. No. 1,517,316
Reg. No. 1,519,993
Our Ref.: 5125-601

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

Schuman Merging Entity, Inc., a corporation organized and existing under the laws of the State of New Jersey.

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

Arthur Schuman, Inc., a corporation organized and existing under the laws of the State of New Jersey is located and doing business at 40 New Dutch Lane, Fairfield, NJ 07004.

3. Nature of conveyance:

Change of Name
Effective date: September 30, 2002

4. Trademark Application/Registration Numbers:

Reg. No. 1,312,496	ARGITONI
Reg. No. 2,168,819	BELLA ROSA
Reg. No. 2,210,610	CELLO
Reg. No. 1,665,960	CELLO & Design
Reg. No. 1,869,796	CILU & Design
Reg. No. 795,665	EMPIRIA
Reg. No. 786,882	IMPERIA
Reg. No. 2,095,810	QUESO SOLIMAR & Design
Reg. No. 1,837,984	SUPERIOR ASI & Design
Reg. No. 2,638,979	UNIVERSAL
Reg. No. 2,100,080	VENACASA & Design
Reg. No. 1,517,316	ZANETTI & Design
Reg. No. 1,519,993	ZANETTI & Design

5. Please address all correspondence in this matter to:

Debra I. Resnick
Hartman & Craven LLP
460 Park Avenue
New York, New York 10022
(212) 753-7500

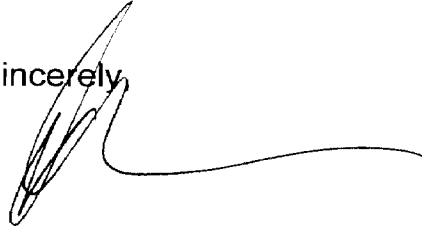
6. Total number of applications and registrations involved: 13

7. Total fee enclosed: \$340

8. Also enclosed is Certificate of Express Mail, label No. EJ339189433US, and an acknowledgment postcard.

9. 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.

Sincerely,

A handwritten signature in black ink, appearing to read 'Debra I. Resnick', with a long horizontal flourish extending to the right.

Debra I. Resnick

Enclosures

Total number of pages comprising cover sheet: 3

MRN

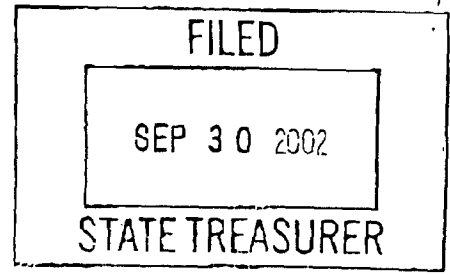
CERTIFICATE OF MERGER

OF

**ARTHUR SCHUMAN, INC.,
a New York Corporation**

1595459500
AND

**SCHUMAN MERGING ENTITY, INC.
a New Jersey Corporation**



To: The Department of Treasury
of the State of New Jersey

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified as follows:

ARTICLE 1: The names of the merging corporations are **ARTHUR SCHUMAN, INC.**, which is a business corporation organized under the laws of the State of New York, and **SCHUMAN MERGING ENTITY, INC.**, which is a business corporation organized under the laws of the State of New Jersey.

ARTICLE 2: Annexed hereto and made a part hereof is the Plan of Merger for merging **ARTHUR SCHUMAN, INC.** with and into **SCHUMAN MERGING ENTITY, INC.** as approved by the Board of Directors of each of said corporations.

ARTICLE 3: The number of shares of **ARTHUR SCHUMAN, INC.** which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders was 109.25,

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J 2223430

all of which were of one class. All of the shareholders, pursuant to a written consent, approved the Plan of Merger on September 27, 2002.

ARTICLE 4: The number of shares of SCHUMAN MERGING ENTITY, INC. which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders was 109.25, all of which were of one class. All of the shareholders of the aforesaid corporation, pursuant to a written consent, approved the Plan of Merger on September 27, 2002.

ARTICLE 5: The applicable provisions of the laws of the jurisdiction of organization of ARTHUR SCHUMAN, INC. relating to the merger of ARTHUR SCHUMAN, INC. with and into SCHUMAN MERGING ENTITY, INC. will have been complied with upon compliance with any of the filing and recording requirements thereof.

ARTICLE 6: SCHUMAN MERGING ENTITY, INC. will continue in existence as the surviving corporation under the name ARTHUR SCHUMAN, INC. pursuant to the provisions of the New Jersey Business Corporation Act.

ARTICLE 7: The effective date of the merger herein provided for in the State of New Jersey shall be September 30, 2002.

Executed on September 27, 2002

ARTHUR SCHUMAN, INC.


By: NEAL H. SCHUMAN, President

SCHUMAN MERGING ENTITY, INC.


By: NEAL H. SCHUMAN, President

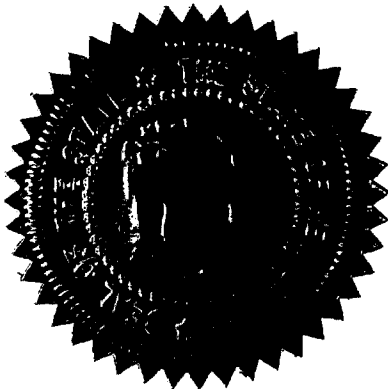


STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

ARTHUR SCHUMAN, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
September 30, 2002
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
1st day of October, 2002



A handwritten signature in cursive script, which reads 'John E. McCormac'.

John E McCormac, CPA
State Treasurer

TRADEMARK