

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

12-26-2002



MERCE
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To the Honorable Commissioner of Patents and Trademarks: Please record the a

102321871

1. Name of conveying party(ies):

12/17/02

Memoire Corporation

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

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: **Resubmission of document for recordation for fee deficiency**
- Merger
- Change of Name

Execution Date: September 15, 1999

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

Memoire Corporation
1551 East Genesee Street
Skaneateles, New York 13152

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: Rhode Island
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

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

A. Trademark Application No.(s): **SEE SCHEDULE A**

B. Trademark Reg. No.(s): **SEE SCHEDULE A**

Additional numbers attached Yes No

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

Harriet E. Perkins, Esq.
Drinker Biddle & Reath LLP
One Logan Square
18th and Cherry Streets
Philadelphia, PA 19103-6996

Attorney Docket No. 177411

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41) \$25.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: 50-0573

DO NOT USE THIS SPACE

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.

HARRIET E. PERKINS
Name of Person Signing

Harriet E. Perkins
Signature

November 25, 2002
Date

Total number of pages including cover sheet, attachments and document: 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

12/24/2002 LMUELLER 00000126 500573 1431037

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SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>ISSUED</u>
THE TOUJOURS COLLECTION	1431037	03/03/87
MISCELLANEOUS DESIGN	1477600	02/23/88
FOR MEMORIES PAST AND THOSE TO COME	1475858	02/09/88
FOR ALWAYS AND ALL WAYS	1475859	02/09/88
MEMOIRE CORPORATION	1267420	02/14/84
MEMOIRE CORPORATION	1878581	02/14/95
MILESTONES	1579979	01/30/90
MC (STYLIZED)	1687783	05/19/92
MEMOIRE	1878582	02/14/95
PAVE-SILK	2160807	05/26/98
INSCRIPTIONS	2273133	08/24/99
MISCELLANEOUS DESIGN	2202851	11/10/98

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILED</u>
MEMOIRE.COM	76/119,356	08/30/2000
LETTERS OF LOVE	75/567,281	10/09/1998
IRREPLACEABLE COLLECTION	76/030,058	04/19/2000
OCTAVIA	76/097,313	07/24/2000
PETITE PRONG COLLECTION	76/115,009	08/22/2000
HOW TO TELL HER SHE'S THE EIGHTH WONDER OF THE WORLD	76/148,988	10/18/2000
OCTAVIA IDEAL	76/165,506	11/15/2002
WEDDING BANDS FOR THE 21 ST CENTURY	76/225,023	03/15/2001
JEWELRY AND PRECIOUS STONES	76/321,805	10/15/2001
PURE LOVE	76/396,628	04/16/2002

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

1. Name of conveying party(ies): **OFFICE OF RECORDS**
Memoire Corporation **202 231 1110: 22**

Individual(s) Association **FINANCIAL SECTION**
 General Partnership Limited Partnership
 Corporation-Delaware **8'27'02**
 Other

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

2. Name and address of receiving party(ies):
Memoire Corporation
1551 East Genesee Street
Skaneateles, New York 13152

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation: Rhode Island
 Other: _____

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: September 15, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s): **SEE SCHEDULE A**
 B. Trademark Reg. No.(s): **SEE SCHEDULE A**

Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Harriet E. Perkins, Esq.
 Drinker Biddle & Reath LLP
 One Logan Square
 18th and Cherry Streets
 Philadelphia, PA 19103-6996

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41) \$540.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: _____

Attorney Docket No. 177411

DO NOT USE THIS SPACE

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.

HARRIET E. PERKINS Harriet E. Perkins August 21, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

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Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

SEP 15 1999
By att # 133
230667

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

Milestones, Inc.

(Insert full name of surviving or new entity on this line)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of Merger or Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
Memoire Corporation	business corporation	Delaware
Milestones, Inc.	business corporation	Rhode Island

The laws of the state under which each entity is organized permit such merger or consolidation.

The full name of the surviving or new entity is Milestones, Inc.

which is to be governed by the laws of the State of Rhode Island

The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

If the surviving entity's name has been amended via the merger, please state the new name:

Memoire Corporation

If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the State of Rhode Island, the entity agrees that it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is upon filing (if upon filing, so state).

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1a, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

SECRETARY OF STATE
RECEIVED