

04-11-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



102416992

U.S. DEPARTMENT OF COMMERCE U.S. 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):

Robyn Ann, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 6/25/2002

2. Name and address of receiving party(ies)

Name: Jewelry Warehouse, Inc.

Internal Address:

Street Address: 2909 Platt Springs Road

City: West Columbia State: SC Zip: 2917

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State South Carolina 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,136,365;

2,163,299; 2,106,015

Additional number(s) attached Yes No

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

Name: Michael A Mann, Esquire

Internal Address: Nexsen Pruet Jacobs & Pollard

LLC

Street Address: PO Drawer 2426 (1441 Main St, Ste 1500; Columbia SC 29201)

City: Columbia State: SC Zip: 29202-2426

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

080719

Commissioner is hereby authorized to charge any additional fees due or credit any overpayment.

DO NOT USE THIS SPACE

9. Signature.

Michael A Mann

Name of Person Signing

Signature

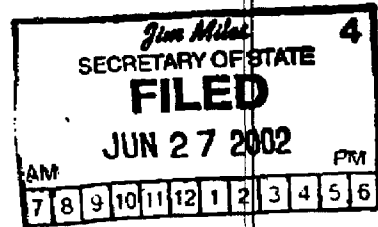
4/3/03 Date

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

04/10/2003 ECUOPER 00000309 080719 2136365 01 FC:85:1 40.00 CH 02 FC:85:2 50.00 CH

Documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002709 FRAME: 0759



STATE OF SOUTH CAROLINA
SECRETARY OF STATE

ARTICLES OF AMENDMENT

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant Section 33-10-106 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is Robyn Ann, Inc.
- 2. Date of Incorporation 4/30/65
- 3. Agent's Name and Address George K. Satterfield
2909 Platt Springs Rd., West Columbia, SC 29170
- 4. On 6/25/02, the corporation adopted the following Amendment (s) of its Articles of Incorporation. (Type or attach the complete text of each Amendment)

BE IT RESOLVED, that the name of the corporation shall be changed to "Jewelry Warehouse, Inc.", effective upon the date of filing of the Articles of Amendment setting forth such name change with the Office of the Secretary of State for South Carolina.

- 5. The manner, if not set forth in the Amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows. (if not applicable, insert "not applicable" or "NA").
- 6. Complete either "a" or "b", whichever is applicable.
 - a. Amendment(s) adopted by shareholder action.
At the date of adoption of the Amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed Shares	
				For	or Against
	683	683	683	683	-0-

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

02-033396CC

MAR 24 2003

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

REEL: 002709 FRAME: 0760

Robyn Ann, Inc.

Name of Corporation

*NOTE: Pursuant to Section 33-10-106(6)(i) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of disputed shares cast for the amendment by each voting group together with a statement that the number of cast for the amendment by each voting group was sufficient for approval by that voting group.

b. The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to Section 33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code of Laws, as amended, and shareholder action was not required.

7. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See Section 33-1-230(b) of 1976 South Carolina Code of Laws, as amended)

Date 6-25-02

Robyn Ann, Inc.

Name of Corporation

George K. Satterfield, Jr.

Signature

George K. Satterfield, Pres.

Type or Print Name and Office

FILING INSTRUCTIONS

- 1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
- 2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
- 3. Filing fees and taxes payable to the Secretary of State at time of filing application.

Filing Fee	\$ 10.00
Filing tax	<u>100.00</u>
Total	\$110.00

Return to Secretary of State
P.O. Box 11350
Columbia, SC 29211

DOM:ARTICLES OF AMENDMENT (R)

Form Revised by South Carolina
Secretary of State, January 2000

The State of South Carolina

Office of Secretary of State Mark Hammond **Certificate of Existence**

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

JEWELRY WAREHOUSE, INC.,

a corporation duly organized under the laws of the State of South Carolina on **April 30th, 1965**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State of South Carolina this 24th day of
March, 2003.



Mark Hammond, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.