

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
4 Walls, Inc.		06/30/2002	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA	
Name:	Tradem, Inc.
Street Address:	c/o David Mantel, Esq
Internal Address:	7 West 22nd Street, 4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Registration Number:	1803466	THE STAIN
Registration Number:	2475235	STAIN D
Registration Number:	2459222	STAIN D
Registration Number:	2483319	STAIN D
Registration Number:	2338763	STAIN D

CORRESPONDENCE DATA	
Fax Number:	(212)326-0806
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212 326 0875
Email:	brose@pryorcashman.com
Correspondent Name:	Brad D. Rose
Address Line 1:	Pryor Cashman Sherman & Flynn LLP
Address Line 2:	410 Park Avenue, 10th Floor
Address Line 4:	New York, NEW YORK 10022

CH \$140.00 1803466

ATTORNEY DOCKET NUMBER:

09155.00002

NAME OF SUBMITTER:

Brad D. Rose

Total Attachments: 3

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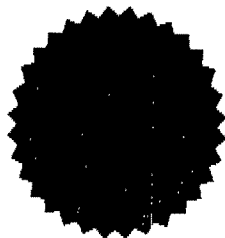
Delaware

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The First State

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:

"4 WALLS, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "TRADEM, INC." UNDER THE NAME OF "TRADEM,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
SEVENTEENTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2794964

DATE: 12-08-03

TRADEMARK

REEL: 002761 FRAME: 0272

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/17/2002
020778868 - 3529880

**CERTIFICATE OF MERGER
OF
TRADEM, INC.
(a Delaware corporation)
AND
4 WALLS, INC.
(a Massachusetts corporation)**

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:
 - (i) Tradem, Inc., a corporation, which is incorporated under the laws of the State of Delaware; and
 - (ii) 4 Walls, Inc., a corporation, which is organized under the laws of the Massachusetts and which has 200,000 shares of authorized common stock, without par value.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and subsection (b) of Section 79 of the Massachusetts Business Corporation Law.
3. The name of the surviving corporation in the merger herein certified is Tradem, Inc., a Delaware corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The executed Agreement of Merger between the aforesaid constituent corporations is on file at a place of business of the aforesaid surviving corporation, the address of which is c/o David Mantel, Esq., 7 West 22nd Street, 4th Floor, New York, New York 10010.
5. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any member of the aforesaid corporation or any person holding an interest in the terminating company.
6. The Agreement of Merger between the aforesaid constituent business entities

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provides that the merger herein certified shall be effective as of the date of filing of the Articles of Merger with the office of the Secretary of State.

IN WITNESS WHEREOF, this Certificate of Merger is hereby signed on behalf of each of the parties thereto.

Dated: As of June 7th, 2002

TRADEMARK INC.

By: 
Michael Mishok, President

Dated: As of June 12, 2002

4 WALLS, LLC

By: 
Michael Mishok, President