

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
Cal-Jam Inc.		10/04/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	AZ3, Inc.
Street Address:	2761 Fruitland Avenue
City:	Vernon
State/Country:	CALIFORNIA
Postal Code:	90058
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Serial Number:	78325806	PARALLEL
Registration Number:	1747190	PARALLEL

CORRESPONDENCE DATA	
Fax Number:	(212)894-5663
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	simon.bock@kmzr.com
Correspondent Name:	Simon Bock c/o KMZ Rosenman
Address Line 1:	575 Madison Avenue
Address Line 4:	New York, NY, NEW YORK 10022-2585

ATTORNEY DOCKET NUMBER:	310549-00001
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NAME OF SUBMITTER:	Simon Bock
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Total Attachments: 8
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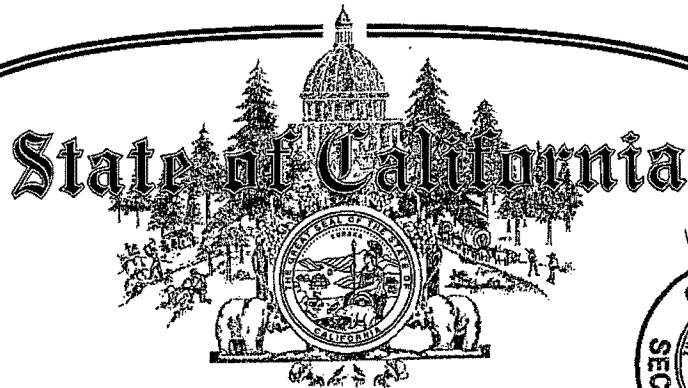
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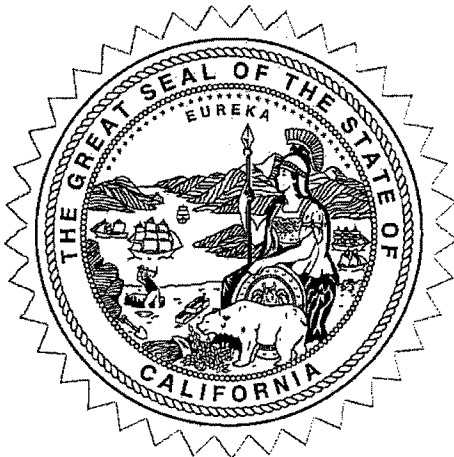
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT - 7 2004



Kevin Shelley
Secretary of State

OCT - 4 2004

KEVIN SHELLEY
 Secretary of State

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of
October 4, 2004, by and between AZ3, INC., a California corporation ("AZ3"), and CAL-
 JAM, INC., a California corporation ("CAL-JAM").

WITNESSETH:

WHEREAS, the Boards of Directors of AZ3 and Cal-Jam (collectively, the
 "Constituent Companies"), have determined that it is in the best interests of each of the
 Constituent Companies to merge (the "Merger") and in furtherance thereof have, by resolutions
 duly adopted in accordance with Section 1101 of the California Corporations Code (the "Code"),
 approved and adopted this Agreement and directed that it be submitted to their respective sole
 stockholder for approval; and

WHEREAS, the sole stockholder of AZ3 and the sole stockholder of Cal-Jam
 have approved the Merger and approved and adopted this Agreement by written consent in
 accordance with Chapter 12 of the Code.

NOW, THEREFORE, the parties hereto hereby agree as follows:

FIRST: Terms and Conditions of Merger: Means of Effecting the Merger.

A. At the Effective Time (as hereinafter defined), Cal-Jam shall be merged into
 AZ3. AZ3 shall be the surviving corporation of the Merger (hereinafter sometimes referred to as
 the "Surviving Corporation") and, upon the Effective Time, the separate existence and corporate
 organization of Cal-Jam shall cease. The parties hereto intend the Merger to be a tax-free

reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

B. The Merger shall become effective as of the date and hour of the filing of a Agreement of Merger with the Secretary of State of the State of California. The date and time when the Merger shall become effective is referred to herein as the "Effective Time."

C. The By-Laws of AZ3 as in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.

D. The Articles of Incorporation of AZ3 as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.

E. The directors and officers of AZ3 immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation.

SECOND: Effect of Merger on Outstanding Shares. Upon the Effective Time, all of the currently outstanding shares of Cal-Jam automatically shall be cancelled and of no further effect without consideration and without any action on the part of the holder thereof and no shares of the Surviving Corporation shall be issued in exchange therefor. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the Merger.

THIRD: Rights and Obligations; Further Assurances.

A. At the Effective Time, the separate existence of Cal-Jam shall cease and the Surviving Corporation shall possess all the rights, privileges, powers and franchises, public as well as private, and be subject to all the restrictions, disabilities and duties of each of the

Constituent Companies; all the rights, privileges, powers and franchises of each of the Constituent Companies, and all property, real, personal and mixed, and all debts due to any of the Constituent Companies on whatever account, as well as stock subscriptions and all other things in action or belonging to each of the Constituent Companies, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Companies, and the title to any real estate vested by deed or otherwise in any of the Constituent Companies shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of the Constituent Companies shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Companies shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

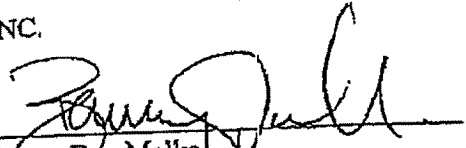
B. From time to time as and when requested by the Surviving Corporation and to the extent permitted by law, the officers and directors of each of the Constituent Companies last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such further or other actions as shall be necessary in order to vest or perfect in or to confirm of record or otherwise to the Surviving Corporation title to, and possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of each such Constituent Corporation, and otherwise to carry out the purpose of this Agreement.

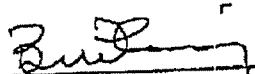
FOURTH: Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

FIFTH: Governing Law. This Agreement shall be governed by, and construed and enforced in accordance with, the laws of the State of California without reference to its principles of conflicts of law.

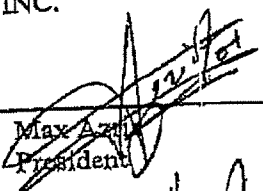
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be
duly executed by their respective officers thereunto duly authorized as of the date first above
written.

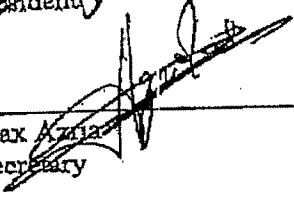
AZ3, INC.

By: 
Name: Ben Malka
Title: President

By: 
Name: Brian Fleming
Title: Secretary

CAL-JAM, INC.

By: 
Name: Max Azria
Title: President

By: 
Name: Max Azria
Title: Secretary

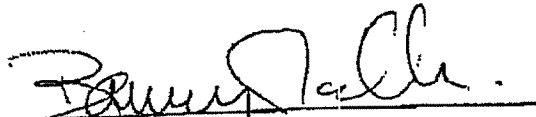
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Ben Malka and Brian Fleming certify that:

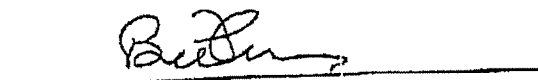
1. They are the president and the secretary, respectively, of AZ3, a California corporation.
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: October 4, 2004



Ben Malka, President



Brian Fleming, Secretary

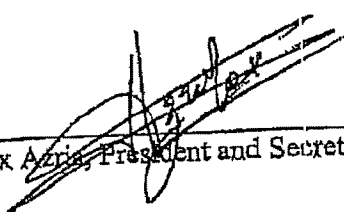
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Max Azria certifies that:

1. He is the president and secretary, of Cal-Jam, a California corporation.
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: October 4, 2004



Max Azria, President and Secretary



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