

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/11/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Reeds Corporate Services, Inc.		01/27/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Reeds Jewelers of North Carolina, Inc.
Street Address:	2525 South 17th Street
City:	Wilmington
State/Country:	NORTH CAROLINA
Postal Code:	28401
Entity Type:	CORPORATION: NORTH CAROLINA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1444544	REEDS

CORRESPONDENCE DATA

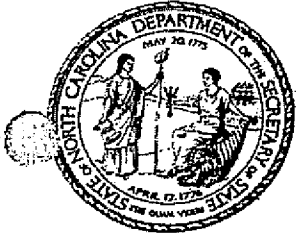
Fax Number: (910)762-1999
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (910) 763-4669 x 202
 Email: HerbertZimmer@zdc.com
 Correspondent Name: Herbert J. Zimmer
 Address Line 1: 111 Princess Street
 Address Line 4: Wilmington, NORTH CAROLINA 28401

NAME OF SUBMITTER:	Herbert J. Zimmer
Signature:	/Herbert J Zimmer/
Date:	01/17/2005

OP \$40.00 1444544

Total Attachments: 21

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NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

REEDS CORPORATE SERVICES, INC.
REEDS FINANCIAL SERVICES, INC.

INTO

REEDS JEWELERS OF NORTH CAROLINA, INC.

the original of which was filed in this office on the 11th day of February, 2003.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 11th day of February, 2003

Elaine F. Marshall

Secretary of State

Document Id: 230389026

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STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

SOSID: 0123168
Date Filed: 2/11/2003 2:50:00 PM
Effective: 2/28/2003
Elaine F. Marshall
North Carolina Secretary of State

ARTICLES OF
MERGER OF
REEDS FINANCIAL SERVICES, INC.
AND REEDS CORPORATE
SERVICES, INC. INTO
REEDS JEWELERS OF NORTH
CAROLINA, INC.

THE UNDERSIGNED CORPORATIONS, Reeds Financial Services, Inc., a duly organized and existing North Carolina corporation, Reeds Corporate Services, Inc., a duly organized and existing Delaware corporation and Reeds Jewelers of North Carolina, Inc., a duly organized and existing North Carolina corporation, pursuant to North Carolina General Statutes Section 55-11-05 and Section 55-11-07, hereby execute these Articles of Merger for the purpose of merging Reeds Financial Services, Inc. and Reeds Corporate Services, Inc. into Reeds Jewelers of North Carolina, Inc.

I.

The following Plan and Agreement of Merger was duly approved by Shareholders of each of the undersigned corporations in the manner prescribed by law:

See "Exhibit A" attached hereto.

II.

The merger is permitted by the laws of the state of incorporation of each foreign corporation that is a party to the merger. Each foreign corporation that is a party to the merger has complied or shall comply with the applicable laws of its state of incorporation in effecting the merger.

The merger is also permitted by the laws of the State of North Carolina.

III.

As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, were as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Reeds Financial Services, Inc.	1,000	Common	1,000
Reeds Corporate Services, Inc.	1,000	Common	1,000
Reeds Jewelers of North Carolina, Inc.	37,424	Common	37,424

IV.

As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, were as follows:

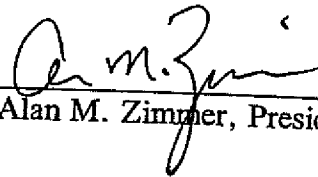
Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Class	Total Voted For	Total Voted Against
Reeds Financial Services, Inc.	1,000	- 0 -	Common	1,000	- 0 -
Reeds Corporate Services, Inc.	1,000	- 0 -	Common	1,000	- 0 -
Reeds Jewelers of North Carolina, Inc.	37,424	- 0 -	Common	37,424	- 0 -

V.

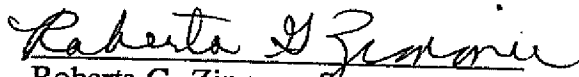
The merger shall become effective on February 28, 2003, at 11:59 o'clock p.m.

IN WITNESS WHEREOF, these Articles of Merger are signed by the President and Secretary of each corporation this 27th day of January, 2003.

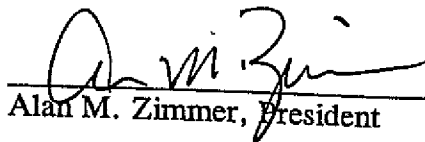
REEDS JEWELERS OF NORTH CAROLINA, INC.

BY:  (SEAL)
Alan M. Zimmer, President


ATTEST:


Roberta G. Zimmer, Secretary

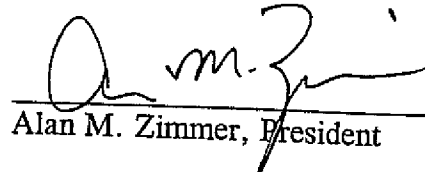
REEDS FINANCIAL SERVICES, INC.

BY:  (SEAL)
Alan M. Zimmer, President


ATTEST:


Roberta G. Zimmer, Secretary

REEDS CORPORATE SERVICES, INC.

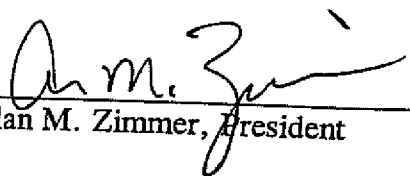
BY:  (SEAL)
Alan M. Zimmer, President

ATTEST:


Roberta G. Zimmer, Secretary

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

The undersigned, Alan M. Zimmer and Roberta G. Zimmer, do hereby certify that they are the President and Secretary, respectively, of Reeds Jewelers of North Carolina, Inc. and are authorized to execute this verification; that each of the undersigned for himself/herself does hereby further certify that she/she has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his/her information and belief.



Alan M. Zimmer, President (SEAL)

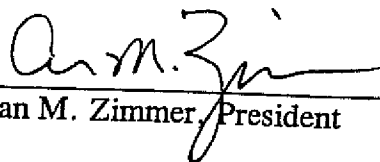



Roberta G. Zimmer, Secretary (SEAL)

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

The undersigned, Alan M. Zimmer and Roberta G. Zimmer, do hereby certify that they are the President and Secretary, respectively, of Reeds Financial Services, Inc. and are authorized to execute this verification; that each of the undersigned for himself/herself does hereby further certify that she/she has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his/her information and belief.

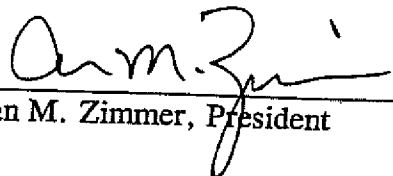

_____(SEAL)
Alan M. Zimmer, President

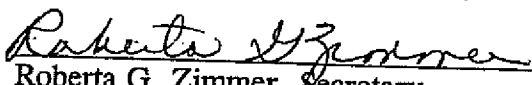

_____(SEAL)
Roberta G. Zimmer, Secretary

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

The undersigned, Alan M. Zimmer and Roberta G. Zimmer, do hereby certify that they are the President and Secretary, respectively, of Reeds Corporate Services, Inc. and are authorized to execute this verification; that each of the undersigned for himself/herself does hereby further certify that she/she has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his/her information and belief.


_____(SEAL)
Alan M. Zimmer, President


_____(SEAL)
Roberta G. Zimmer, Secretary

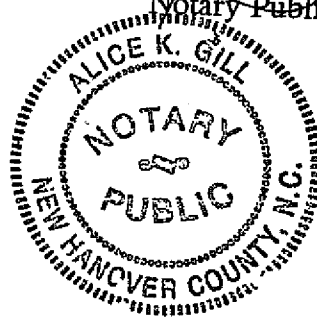
STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

I, Alice K. Gill, a Notary Public in and for the state and county aforesaid, do hereby certify that Roberta G. Zimmer, personally appeared before me this day and acknowledged that she is the Secretary of Reeds Jewelers of North Carolina, Inc., a corporation, and that by authority duly given and as the act of the corporation the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by herself as its Secretary.

WITNESS my hand and seal, this the 27th day of January, 2003.

Alice K. Gill
Notary Public



My Commission Expires:

My Commission Expires August 4, 2003

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

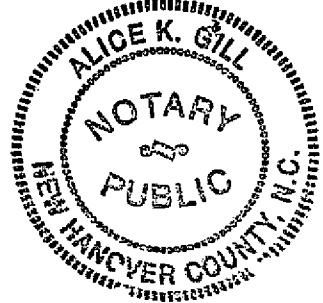
I, Alice K. Gill, a Notary Public in and for the state and county aforesaid, do hereby certify that Roberta G. Zimmer, personally appeared before me this day and acknowledged that she is the Secretary of Reeds Financial Services, Inc., a corporation, and that by authority duly given and as the act of the corporation the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by herself as its Secretary.

WITNESS my hand and seal, this the 21th day of January, 2003.

Alice K. Gill
Notary Public

My Commission Expires:

My Commission Expires August 4, 2003



STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

I, Alice K. Gill, a Notary Public in and for the state and county aforesaid, do hereby certify that Roberta G. Zimmer, personally appeared before me this day and acknowledged that she is the Secretary of Reeds Corporate Services, Inc., a corporation, and that by authority duly given and as the act of the corporation the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by herself as its Secretary.

WITNESS my hand and seal, this the 27th day of January 2003.

Alice K. Gill
Notary Public

My Commission Expires:

My Commission Expires August 4, 2003

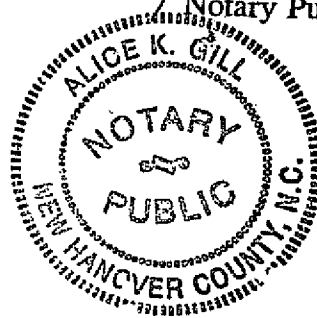


EXHIBIT A

STATE OF NORTH CAROLINA
COUNTY OF NORTH CAROLINA

PLAN AND AGREEMENT
OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, made and entered into this 27th day of January, 2003, by and between Reeds Financial Services, Inc., a duly organized and existing North Carolina corporation, with its registered office in Wilmington, North Carolina, Reeds Corporate Services, Inc., a duly authorized and existing Delaware corporation with its registered office in Wilmington, Delaware, and Reeds Jewelers of North Carolina, Inc., a duly organized and existing North Carolina corporation, with its registered office in Wilmington, North Carolina.

WITNESSETH:

WHEREAS, the Board of Directors of Reeds Financial Services, Inc., Reeds Corporate Services, Inc. and Reeds Jewelers of North Carolina, Inc., each deem it desirable, and in the best interests of their respective corporations, that Reeds Financial Services, Inc. and Reeds Corporate Services, Inc. be merged into Reeds Jewelers of North Carolina, Inc. for some of the following reasons:

1. Facilitate transfer of employees.
2. Facilitate transfer of assets.
3. Facilitate purchasing.
4. Obtain one corporation with a strong financial condition.
5. Facilitate credit relationships with suppliers and banks.
6. Obtain possible tax benefits.
7. Reduce administrative costs.
8. Reduce accounting and legal fees.
9. Reduce number of tax returns and other federal, state and local forms.
10. Decrease number of licenses required.
11. Eliminate numerous bank accounts.

NOW, THEREFORE, FOR AND IN CONSIDERATION of the mutual covenants and promises, the parties hereto, the said Reeds Financial Services, Inc., Reeds Corporate Services, Inc. and Reeds Jewelers of North Carolina, Inc. do each hereby agree as follows:

I.

CORPORATIONS PARTICIPATING IN MERGER

The name of the corporations seeking to merge (hereinafter referred to as the "Merging Companies") are Reeds Financial Services, Inc. and Reeds Corporate Services, Inc.

The name of the corporation into which the Merging Companies propose to merge is Reeds Jewelers of North Carolina, Inc. (hereinafter referred to as the "Surviving Corporation") which shall be the surviving corporation.

II.

NAME OF SURVIVING CORPORATION

The name of the Surviving Corporation shall remain and shall be Reeds Jewelers of North Carolina, Inc.

III.

TERMS AND CONDITIONS OF MERGER

Pursuant to the terms and conditions of this Plan and Agreement of Merger, the Merging Companies shall be merged into the Surviving Company. Upon merger of the Merging Companies into the Surviving Company, the corporate existence of the Merging Companies shall cease and the corporate existence of the Surviving Company shall continue. The time at which the merger becomes effective is hereinafter referred to as the "Effective Date".

IV.

MANNER AND BASIS OF CONVERSION AND EXCHANGE OF SHARES

Upon the merger becoming effective, the outstanding shares of stock of the corporations participating in the merger shall be converted and exchanged as follows:

1. Shares of Stock of Surviving Company. The shares of the Surviving Company outstanding on the Effective Date shall not be converted nor altered in any manner as a result of the Merger and shall remain outstanding as shares of the Surviving Company.
2. Shares of Stock of Merging Companies. Each outstanding share of the Merging Companies shall be converted into and exchanged for One (1) shares of stock in the Surviving Company.
3. Fractional Shares. No fractional shares of the Surviving Company will be issued.
4. Surrender of Certificates of Merging Companies. Each holder of a certificate or certificates representing outstanding shares of the Merging Companies shall surrender the same to the respective merging companies on or before the Effective Date; and the Merging Companies shall thereupon deliver said certificate or certificates to the Surviving Company. Each such holder shall be entitled to receive in exchange therefore a certificate or certificates representing the number of whole shares of the Surviving Company to which he is entitled under this Plan.

V.

CHANGE IN CHARTER OF SURVIVING CORPORATION

The Charter of the Surviving Company, Reeds Jewelers of North Carolina, Inc. shall not be amended.

VI.

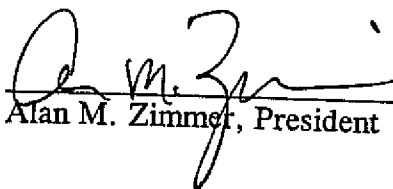
EFFECTIVE DATE OF MERGER

The Effective Date of this merger shall be February 28, 2003, at 11:59 o'clock p.m.


IN WITNESS WHEREOF, the said Reeds Financial Services, Inc., Reeds Corporate Services, Inc. and Reeds Jewelers of North Carolina, Inc. have each hereby caused this instrument to be signed in its corporate name by its President and attested by its Secretary and its corporate seal to be hereunto affixed the day and year first above written, all by authority of the Board of Directors given by resolution adopted a duly called and held meeting of the said Board.

REEDS JEWELERS OF NORTH CAROLINA, INC.

BY:


Alan M. Zimmer, President (SEAL)

ATTEST:


Roberta G. Zimmer, Secretary

REEDS FINANCIAL SERVICES, INC.

BY: Alan M. Zimmer (SEAL)
Alan M. Zimmer, President

ATTEST:

Roberta G. Zimmer
Roberta G. Zimmer, Secretary

REEDS CORPORATE SERVICES, INC.

BY: Alan M. Zimmer (SEAL)
Alan M. Zimmer, President


ATTEST:

Roberta G. Zimmer
Roberta G. Zimmer, Secretary

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

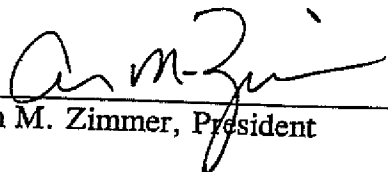
The undersigned, Alan M. Zimmer and Roberta G. Zimmer, do hereby certify that they are the President and Secretary, respectively, of Reeds Jewelers of North Carolina, Inc. and are authorized to execute this verification; that each of the undersigned for himself/herself does hereby further certify that she/she has read the foregoing document, understands the meaning and purport of the statements therein contained and the same are true to the best of his/her information and belief.


_____(SEAL)
Alan M. Zimmer, President

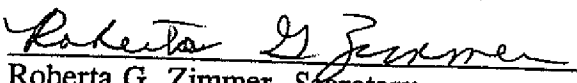

_____(SEAL)
Roberta G. Zimmer, Secretary

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

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Alan M. Zimmer, President (SEAL)

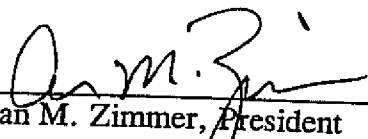


Roberta G. Zimmer, Secretary (SEAL)

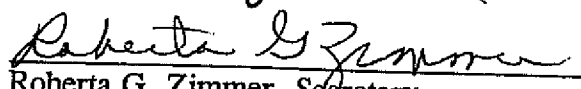
STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

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Alan M. Zimmer, President (SEAL)



Roberta G. Zimmer, Secretary (SEAL)

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

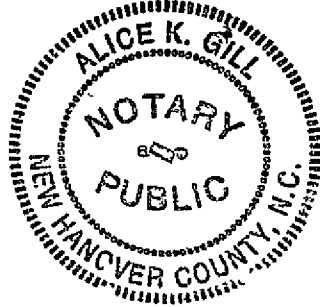
I, Alice K. Gill, a Notary Public in and for the state and county aforesaid, do hereby certify that Roberta G. Zimmer, personally appeared before me this day and acknowledged that she is the Secretary of Reeds Jewelers of North Carolina, Inc., a corporation, and that by authority duly given and as the act of the corporation the foregoing instrument was signed in its name by its President, sealed with its corporate seal, and attested by herself as its Secretary.

WITNESS my hand and seal, this the 27th day of January, 2003.

Alice K. Gill
Notary Public

My Commission Expires:

My Commission Expires August 4, 2003



STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

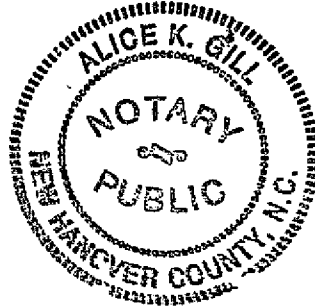
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Alice K. Gill
Notary Public

My Commission Expires:

My Commission Expires August 4, 2003



STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

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WITNESS my hand and seal, this the 27th day of January, 2003.

Alice K. Gill
Notary Public

My Commission Expires:

My Commission Expires August 4, 2003

