

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
i-Luxury.com, Inc.		12/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	i-Luxury Enterprises, Inc.
Street Address:	3340 Peachtree Road, NE
Internal Address:	Suite 1700
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30326
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1903187	SOLOMON BROTHERS

CORRESPONDENCE DATA

Fax Number: (404)870-8235
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 919-755-2115
 Email: msattler@wcsr.com
 Correspondent Name: Sarah Anne Keefe, Esq.
 Address Line 1: 1201 West Peachtree Street
 Address Line 2: Suite 3500
 Address Line 4: Atlanta, GEORGIA 30309

NAME OF SUBMITTER:	Sarah Anne Keefe
Signature:	/Sarah Anne Keefe/

Date:

01/31/2005

Total Attachments: 19

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 033650483
CONTROL NUMBER : 0362776
EFFECTIVE DATE : 12/31/2003
REFERENCE : 0077
PRINT DATE : 12/31/2003
FORM NUMBER : 411

LAWRENCE M. MERLIN
FRIEDMAN, DEVER & MERLIN
3340 PEACHTREE RD., STE. 2150
ATLANTA GA 30326

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

I-LUXURY ENTERPRISES, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

I-LUXURY.COM, INC., A DELAWARE CORPORATION




CATHY COX
SECRETARY OF STATE

033650483

**CERTIFICATE OF MERGER
OF
i-LUXURY.COM, INC., A DELAWARE CORPORATION
AND
i-LUXURY ENTERPRISES, INC., A GEORGIA CORPORATION**

I.

The Board of Directors and shareholders of i-Luxury.com, Inc. ("i-Luxury.com"), a Delaware corporation, and the Board of Directors of i-Luxury Enterprises, Inc. ("i-Luxury"), a Georgia corporation, have duly approved an Agreement and Plan of Merger. Pursuant to Section 14-2-1103(h) of the Georgia Business Corporation Code, the shareholders of i-Luxury are not required to approve the merger.

II.

The name of the surviving corporation is i-Luxury Enterprises, Inc., a Georgia corporation.

III.

The executed Agreement and Plan of Merger is on file at the principal place of business of i-Luxury, which is located at 3340 Peachtree Road, NE, Suite 1700, Atlanta, Georgia 30326.

IV.

A copy of the Agreement and Plan of Merger will be provided by i-Luxury, on request and without cost, to any shareholder of i-Luxury.com and i-Luxury.

IV.

Pursuant to the Agreement and Plan of Merger, the merger of i-Luxury.com and i-Luxury shall be effective as of December 31, 2003.

[The remainder of this page is intentionally left blank.]

i-LUXURY.COM, INC.

By: Howard Solomon
Howard Solomon, President

[CORPORATE SEAL]

ATTEST:

By: Mark Kramer
Mark Kramer, Secretary

i-LUXURY ENTERPRISES, INC.

By: Howard Solomon
Howard Solomon, President

[CORPORATE SEAL]

ATTEST:

By: Mark Kramer
Mark Kramer, Secretary

SECRETARY OF STATE
2003 DEC 18 A 11: 22
CORPORATIONS DIVISION

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Mandy



SOLOMON
BROTHERS
FINE JEWELRY

Fax

To: **Sarah Anne Keefe**

From: Mark Kramer, CFO

Fax: (919) 755-6093

Date: August 27, 2004

Phone :

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Re:

CC:

Urgent For Review Please Comment Please Reply Please Recycle

•Comments:

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 6th day of December, 2003 by and between i-Luxury.com, Inc., a Delaware corporation ("i-Luxury.com"), and i-Luxury Enterprises, Inc., a Georgia corporation ("i-Luxury") (i-Luxury.com and i-Luxury being sometimes collectively referred to in this Agreement as the "Constituent Corporations").

WITNESSETH:

WHEREAS, i-Luxury.com is a corporation organized under the laws of the State of Delaware, with its principal office therein located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle; and

WHEREAS, i-Luxury.com has authorized capital stock consisting of Five Million (5,000,000) shares of common stock, having \$0.001 par value per share (the "i-Luxury.com Common Stock"), of which Two Million Four Hundred Thirty-Two Thousand Seven Hundred (2,432,700) shares are issued and outstanding, and One Million (1,000,000) shares of Preferred Stock having \$0.001 par value per share (the "i-Luxury.com Preferred Stock"), of which Fourteen Thousand (14,000) shares are issued and outstanding; and

WHEREAS, i-Luxury is a corporation organized under the laws of the State of Georgia with its principal office therein located at 3340 Peachtree Road, NE, Suite 1700, Atlanta, Georgia 30326, County of Fulton; and

WHEREAS, i-Luxury has authorized capital stock consisting of Five Million (5,000,000) shares of common stock, having \$0.001 par value per share, (the "i-Luxury Common Stock"), of which Two Million Four Hundred Thirty-Two Thousand Seven Hundred (2,432,700) shares are issued and outstanding, and One Million (1,000,000) shares of Preferred Stock having \$0.001 par value (the "i-Luxury Preferred Stock"), of which Fourteen Thousand (14,000) shares are issued and outstanding; and

WHEREAS, the laws of the State of Georgia and the State of Delaware permit a merger of the Constituent Corporations; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of each Constituent Corporations and their respective shareholders that i-Luxury.com be merged with and into i-Luxury on the terms and conditions hereinafter set forth, and by the resolutions duly adopted have adopted the terms and conditions of this Agreement; and directed that the proposed merger be submitted to the shareholders of i-Luxury.com and recommended to such shareholders approval of the terms and conditions hereinafter set forth;

NOW, THEREFORE, for and in consideration of the mutual agreements, promises, and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the Georgia Business Corporation Code, that i-Luxury.com shall be an hereby is, at the Effective Date (as hereinafter defined), merged with and into i-Luxury (with i-Luxury subsequent to such merger being referred to in this Agreement as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "i-Luxury Enterprises, Inc." and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, the manner of converting shares are and shall be as follows:

Section 1
Merger

1.1. On the Effective Date, i-Luxury.com shall be merged with and into i-Luxury, and i-Luxury shall continue in existence and the merger shall in all respects have the effect provided for in Section 14-2-1106 of the Georgia Business Corporation Code.

1.2. Without limiting the foregoing, on and after the Effective Date, the separate existence of i-Luxury.com shall cease, and, in accordance with the terms of this Agreement, the title to all real estate and other party owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.3. Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of i-Luxury.com, the last acting officers of i-Luxury.com, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all actions necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

1.4. This Agreement may be terminated and abandoned by the mutual consent of the Boards of Directors of the Constituent Corporations at any time prior to the issuance of a Certificate of Merger by the Secretary of State of Georgia, notwithstanding favorable action on the merger by the shareholders of i-Luxury.com or earlier approval by the Boards of Directors of such corporations.

Section 2
Terms of Transaction

2.1. Upon the Effective Date:

(a) Each share of i-Luxury.com Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be converted into one (1) share of i-Luxury Common Stock, subject to the provisions of Section 2.2 below, the shares of Common Stock of the Surviving Corporation required for such purpose being drawn from authorized but unissued shares of the Surviving Corporation.

(b) Each share of i-Luxury.com Common Stock held in the treasury of i-Luxury.com immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist without any conversion thereof.

(c) Each share of i-Luxury Common Stock outstanding and owned of record by its shareholder immediately before the Effective Date shall be identical to an outstanding share of Common Stock of the Surviving Corporation immediately after the merger.

(d) Each share of i-Luxury.com Preferred Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be converted into one (1) share of i-Luxury Preferred Stock, subject to the provisions of Section 2.2 below, the shares of Preferred Stock of the Surviving Corporation required for such purpose being drawn from authorized but unissued shares of the Surviving Corporation.

(e) Each share of i-Luxury Preferred Stock outstanding and owned of record by its shareholder immediately before the Effective Date shall be identical to an outstanding share of Preferred Stock of the Surviving Corporation immediately after the merger.

2.2. (a) After the Effective Date, each holder of an outstanding certificate or certificates which immediately prior thereto represented shares of i-Luxury.com Common Stock will, upon surrender of such certificate or certificates, be entitled to a certificate or certificates representing the number of shares of i-Luxury of the Surviving Corporation into which the aggregate number of shares of i-Luxury.com previously represented by such certificate or certificates surrendered shall have been converted pursuant to Section 2.1 of this Agreement.

(b) After the Effective Date, each holder of an outstanding certificate or certificates which immediately prior thereto represented shares of i-Luxury.com Preferred Stock will, upon surrender of such certificate or certificates, be entitled to a certificate or certificates representing the number of shares of i-Luxury Preferred Stock into which the aggregate number of shares of i-

Luxury.com Preferred Stock previously represented by such certificate or certificates surrendered shall have been converted pursuant to Section 2.1 of this Agreement.

2.3. The Surviving Corporation may be served with process in the State of Delaware for enforcement of any obligation of i-Luxury.com, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger.

Section 3 **Directors and Officers**

The persons who are directors and officers of i-Luxury immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided in the bylaws of the Surviving Corporation.

Section 4 **Articles and Bylaws**

4.1. From and after the Effective Date, the Articles of Incorporation of i-Luxury, as in effect at such date, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as provided therein provided or as provided by law.

4.2. From and after the Effective Date, the bylaws of i-Luxury, in effect at such date, shall be the Bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as provided therein provided or as provided by law.

Section 5 **Shareholder Approval, Effectiveness of Merger**

5.1. This Agreement was duly submitted to the shareholders of i-Luxury.com and i-Luxury, and in lieu of a special meeting of the shareholders of i-Luxury.com and i-Luxury, the respective shareholders of i-Luxury.com and i-Luxury unanimously consented to authorize and adopt this Agreement.

5.2. If this Agreement is not terminated and abandoned pursuant to the provisions of Section 1.4 hereof, this Agreement shall be executed, and Certificates of Merger incorporating the terms of this Agreement shall be filed and recorded in accordance with the laws of the State of Georgia and the State of Delaware as soon as practicable. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and

documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

5.3. The merger shall become effective as of the close of business on December 31, 2003 (said date is being referred to in this Agreement as the "Effective Date").

Section 6
Miscellaneous

6.1. This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

6.2. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the internal laws of the State of Georgia.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the Constituent Corporations have both caused this Agreement to be executed, their respective corporate seals affixed and the foregoing attested, all by their respective duly authorized officers, as of the date above first written.

i-LUXURY.COM, INC.

By: Howard Solomon
Howard Solomon, President

[CORPORATE SEAL]

ATTEST:

By: Mark Kramer
Mark Kramer, Secretary

i-Luxury Enterprises, Inc.

By: Howard Solomon
Howard Solomon, President


[CORPORATE SEAL]

ATTEST:

By: Mark Kramer
Mark Kramer, Secretary

I, Mark Kramer, Secretary of i-Luxury Enterprises, Inc., a corporation organized and existing under the laws of the State of Georgia, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of i-Luxury.com, Inc., a corporation of the State of Delaware, was duly submitted to the shareholders of said i-Luxury.com, Inc.; that the proposed Agreement and Plan of Merger was unanimously consented to and authorized and adopted by a resolution of the shareholders of i-Luxury.com, Inc. on the 16th day of December, 2003, and that thereby the Agreement and Plan of Merger was by said resolution duly adopted as the act of the shareholders of i-Luxury.com, Inc. and duly adopted agreement of said corporation.

WITNESS my hand this 16th day of December, 2003.



MARK KRAMER (Secretary)



SUITE 2150, TOWER PLACE
3340 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326-1084
TELEPHONE 404-240-9400
TELECOPIER 404-240-9419

Fulton County Daily Report
190 Pryor Street, SW
Atlanta, GA 30303

December 17, 2003

RE: Notice of Merger of i-Luxury.com, Inc. into i-Luxury Enterprises, Inc.

Dear Publisher:

You are requested to publish, once a week for two consecutive weeks, a notice in the following form:

"NOTICE OF MERGER

Notice is given that a certificate of merger, which will effect a merger by and between i-Luxury.com, Inc., a Delaware corporation, and i-Luxury Enterprises, Inc., a Georgia corporation, will be delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the surviving entity in the merger will be i-Luxury Enterprises, Inc, a corporation incorporated in the State of Georgia. The registered office of such corporation is located at Suite 1700, Tower Place 100, 3340 Peachtree Road, N.E., Atlanta, Georgia 30326, and its registered agent at such address is Mark Kramer."

Enclosed is a check in the amount of forty dollars (\$40.00) to cover the cost of publication.

Very truly yours,

Reese C. Porter

RCP/
Enclosure

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**CERTIFICATE OF MERGER
OF
I-LUXURY.COM, INC., A DELAWARE CORPORATION
AND
I-LUXURY ENTERPRISES, INC., A GEORGIA CORPORATION**

I.

The Board of Directors and shareholders of i-Luxury.com, Inc. ("i-Luxury.com"), a Delaware corporation, and the Board of Directors of i-Luxury Enterprises, Inc. ("i-Luxury"), a Georgia corporation, have duly approved an Agreement and Plan of Merger. Pursuant to Section 14-2-1103(h) of the Georgia Business Corporation Code, the shareholders of i-Luxury are not required to approve the merger.

II.

The name of the surviving corporation is i-Luxury Enterprises, Inc., a Georgia corporation.

III.

The executed Agreement and Plan of Merger is on file at the principal place of business of i-Luxury, which is located at 3340 Peachtree Road, NE, Suite 1700, Atlanta, Georgia 30326.

IV.

A copy of the Agreement and Plan of Merger will be provided by i-Luxury, on request and without cost, to any shareholder of i-Luxury.com and i-Luxury.

IV.

Pursuant to the Agreement and Plan of Merger, the merger of i-Luxury.com and i-Luxury shall be effective as of December 31, 2003.

[The remainder of this page is intentionally left blank.]

I-LUXURY.COM, INC.

By: Howard Solomon
Howard Solomon, President

[CORPORATE SEAL]

ATTEST:

By: Mark Kramer
Mark Kramer, Secretary

I-LUXURY ENTERPRISES, INC.

By: Howard Solomon
Howard Solomon, President

[CORPORATE SEAL]


ATTEST:

By: Mark Kramer
Mark Kramer, Secretary

**CERTIFICATE BY COUNSEL
LAWRENCE M. MERLIN FOR
i-LUXURY ENTERPRISES, INC.**

I, Lawrence M. Merlin, Esquire, counsel for i-Luxury Enterprises, Inc., a Georgia corporation (the "Corporation"), do hereby certify that notice was provided to the Eulton County Daily Report on December 17, 2003, requesting publication of a Notice of Merger involving the Corporation, along with the proper payment therefor, as required by Section 14-2-1105.1 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 17th day of December, 2003.



Lawrence M. Merlin, Esq.

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0362776
EFFECTIVE DATE : 11/18/2003
JURISDICTION : GEORGIA
REFERENCE : 0093
PRINT DATE : 11/18/2003
FORM NUMBER : 311

MARK KRAMER
3340 PEACHTREE RD., NE#1700
ATLANTA, GA 30122

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

I-LUXURY ENTERPRISES, INC.
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

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Cathy Cox

Cathy Cox
Secretary of State

Articles of Incorporation

of

i-Luxury Enterprises, Inc.

ARTICLE ONE

Name

The name of the corporation is "i-Luxury Enterprises, Inc."

ARTICLE TWO

Authorized Shares

The total number of shares of stock which the Corporation shall have authority to issue is Five Million (5,000,000) shares of Common Stock, par value \$.001 per share, and One Million (1,000,000) shares of Preferred Stock, par value \$.001 per share. The Board of Directors of the Corporation is hereby authorized to divide the Preferred Stock into one or more series of stock and to fix and determine the relative rights and preferences of the various series, including but not limited to: the rate of dividend, if any; whether dividends will be cumulative or non-cumulative; whether preferred stockholders will participate in dividends declared on Common Stock, if any; whether Preferred Stock may be redeemed and the terms of any such redemption; the amount payable upon shares in the event of voluntary or involuntary liquidation; the terms on which Preferred stock may be converted to Common Stock, if any; and the voting rights, if any, of holders of Preferred Stock.

ARTICLE THREE

Registered Office and Agent

The initial registered office of the corporation is located at 3340 Peachtree Road, NE, Suite 1700, Atlanta, Georgia 30326. The initial registered agent of the corporation at its registered office is Mark Kramer.

ARTICLE FOUR

Incorporator

The name and address of the Incorporator are as follows:

Lawrence M. Merlin, Esq.
Friedman, Dever & Merlin, LLC
3340 Peachtree Road, NE
Suite 2150 Tower Place 100
Atlanta, Georgia 30326-1084

ARTICLE FIVE

Principal Office

The mailing address of the initial principal office of the corporation is 3340 Peachtree Road, NE, Suite 1700, Atlanta, Georgia 30326

ARTICLE SIX

Limitation of Director Liability

6.1 A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) of the types set forth in Section 14-2-832 of the Georgia Business Corporation Code, or (iv) for any transaction from which the director received an improper personal benefit.

6.2 Any repeal or modification of the provisions of this Article by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

6.3 If the Georgia Business Corporation Code is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Georgia Business Corporation Code, as so amended.

6.4 In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE SEVEN

Constituency Considerations

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the corporation and its subsidiaries, the communities in which offices or other establishments of the corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this Article shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

ARTICLE EIGHT

Shareholder Action by Less Than Unanimous Written Consent

Any action that is required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 18th day of November, 2003.



LAWRENCE M. MERLIN, ESQUIRE
Incorporator

Friedman, Dever & Merlin, LLC
3340 Peachtree Road, NE
Tower Place 100, Suite 2150
Atlanta, Georgia 30326-1084
(404) 240-9400

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SECRETARY OF STATE

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