

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

REGORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
Ultra Stores, Inc.

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

Citizenship (see guidelines) Illinois

Execution Date(s) November 22, 2004

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
Additional names, addresses, or citizenship attached? Yes No

Name: Ultra Stores, Inc.

Internal Address: _____

Street Address: 122 S. Michigan Ave.

City: Chicago

State: Illinois

Country: USA Zip: 60603

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 Other _____ Citizenship _____

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)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) See Attachment

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
See Attachment

5. Name & address of party to whom correspondence concerning document should be mailed:
Name: Alan B. Samlan

Internal Address: _____

Street Address: 222 S. Riverside Plaza
Suite 1410

City: Chicago

State: Illinois Zip: 60606

Phone Number: 312-655-9900

Fax Number: 312-655-1917

Email Address: _____

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$140.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 06 1201
Authorized User Name ALAN B. SAMLAN

9. Signature: Alan B. Samlan Date: FEB. 18, 2005

Signature _____ Date _____

ALAN B. SAMLAN
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 10

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$140.00 061201 2296649

ULTRA STORES, INC. TRADEMARKS

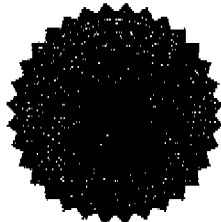
Trademark	Reg. No.	Reg. Date
Premier Fine Jewelry Direct	2,296,549	11/30/99
Ultra	1,927,251	10/17/95
Ultra Designs	1,629,987	1/1/91
Ultra Diamond and Gold Outlet	2,295,319	11/30/99
Ultrastores.com	2,343,386	4/18/00

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ULTRA STORES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3492009

3469673 8300

040838713

DATE 11-22-04 TRADEMARK

REEL: 003041 FRAME: 0260

Delaware

PAGE 1

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:

"ULTRA STORES, INC.", A ILLINOIS CORPORATION, WITH AND INTO "ULTRA STORES, INC." UNDER THE NAME OF "ULTRA STORES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF JANUARY, A.D. 2002, AT 1:05 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1544537

3469673 8100M

020006644

DATE: 01-07-02
TRADEMARK

REEL: 003041 FRAME: 0261

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:05 PM 01/04/2002
020006644 - 3469673

CERTIFICATE OF MERGER

OF

ULTRA STORES, INC.
(an Illinois corporation)

INTO

ULTRA STORES, INC.
(a Delaware corporation)

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, Ultra Stores, Inc., a Delaware corporation ("Surviving Corporation") does hereby certify to the following information relating to the merger of Ultra Stores, Inc., an Illinois corporation ("Merging Corporation"), with and into the Surviving Corporation (the "Merger"):

First: That the name and state of incorporation of each of the constituent corporations of the Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
ULTRA STORES, INC.	Illinois
ULTRA STORES, INC.	Delaware

Second: That an Agreement and Plan of Reorganization dated as of January 4, 2002, by and between the Merging Corporation and the Surviving Corporation (the "Agreement and Plan of Reorganization") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

Third: That the name of the corporation surviving the merger is Ultra Stores, Inc.

Fourth: The Certificate of Incorporation of Ultra Stores, Inc., a Delaware corporation, in effect immediately prior to the filing of this Certificate of Merger shall constitute the Certificate of Incorporation of the Surviving Corporation.

Fifth: The executed Agreement and Plan of Reorganization is on file at the principal place of business of the Surviving Corporation at 122 S. Michigan Avenue, Suite 800, Chicago, Illinois 60603.

TRADEMARK

Sixth: A copy of the Agreement and Plan of Reorganization will be furnished by the Surviving Corporation upon request and without charge to any stockholder of the Merging Corporation or the Surviving Corporation.

Seventh: The Merger shall be effective on January 7, 2002.

Eighth: The authorized capital stock of Ultra Stores, Inc., an Illinois corporation is as follows:

Common Stock	15,000,000 shares	No Par Value
Series A Convertible Preferred Stock	50,000 shares	\$1 Par Value
Series B Convertible Preferred Stock	30,000 shares	\$1 Par Value

[Signature on Following Page]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by its duly authorized officer this 4th day of January, 2002.

ULTRA STORES, INC.
a Delaware corporation

By: /s/ Daniel Marks
Daniel Marks, President

Form **BCA-11.25**

(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # **5637-606-2**

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

FILED

JAN 8 2002

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **1/8/02**

Filing Fee \$ **100.00**

Approved: 

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to ^{merge} consolidate, and the state or country of their incorporation:
_{exchange shares}

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Ultra Stores, Inc.</u>	<u>Illinois</u>	<u>5637-606-2</u>
<u>Ultra Stores, Inc.</u>	<u>Delaware</u>	<u>NR</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ^{surviving} new corporation: Ultra Stores, Inc.
acquiring

(b) It shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ^{merger} consolidation is as follows:
exchange

See attached.

5. Plan of ^{merger} consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 -- 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
<u>Ultra Stores, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.) N/A

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries) The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day) _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated January 4, 2002 (Month & Day) (Year)

Ultra Stores, Inc., an Illinois corporation (Exact Name of Corporation)

attested by _____ (Signature of Secretary or Assistant Secretary)

by [Signature] (Signature of President or Vice President)

(Type or Print Name and Title)

Vice President and Mitchell Miller, Secretary (Type or Print Name and Title)

Dated January 4, 2002 (Month & Day) (Year)

Ultra Stores, Inc., a Delaware corporation (Exact Name of Corporation)

attested by _____ (Signature of Secretary or Assistant Secretary)

by [Signature] (Signature of President or Vice President)

(Type or Print Name and Title)

Vice President and Mitchell Miller, Secretary (Type or Print Name and Title)

Dated _____ (Month & Day) (Year)

(Exact Name of Corporation)

attested by _____ (Signature of Secretary or Assistant Secretary)

by _____ (Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

C-195.8

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