

09-09-2004

DEPARTMENT OF COMMERCE
Patent and Trademark Office



RECORD

DOCUMENT ID: 102667260 **TRAD** 102832048

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):

REEDS CORPORATE SERVICES, INC.

Re 8-25-04

- Individual(s)
- General Partnership
- Corporation-State: DELAWARE
- Other

- Association
- Limited Partnership

Citizenship (see guidelines)

Execution Date(s) 02/11/2003

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: REEDS JEWELERS OF NORTH CAROLINA, INC.

Internal Address:

Street Address: 2525 South 17th Street

City: Wilmington

State: NC

Country: USA Zip: 28401

Association Citizenship

General Partnership Citizenship

Limited Partnership Citizenship

Corporation Citizenship USA (North Carolina)

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)

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

Trademark	Serial Number	Registration Number
Mills	73811357	1607421
Simply Beautiful	76386524	2723647
Reed's	73147198	1123222
A J R	75258151	2124008

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

Name: Herbert J. Zimmer

Internal Address:

Street Address: 111 Princess Street

City: Wilmington

State: NC Zip: 28401

Phone Number: (910) 763-4669 x 202

Fax Number: (910) 762-1999

Email Address: HerbertZimmer@zdc.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed (previously submitted and retained by USPTO)

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Alan M. Zimmer
Signature

August 31, 2004
Date

Alan M. Zimmer, President

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 21

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

02-11-2004

COPY

Form PTO-1594 R
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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102667260

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 2-9-04
REEDS CORPORATE SERVICES, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State DELAWARE
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: REEDS JEWELERS OF NORTH CAROLINA, INC.
Internal Address: _____
Address: _____
Street Address: 2525 SOUTH 17TH STREET
City: WILMINGTON State: NC Zip: 28401
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State NORTH CAROLINA
 Other _____
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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 02/11/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
See attachment
B. Trademark Registration No.(s) _____
See attachment
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Herbert J. Zimmer
Internal Address: _____
Street Address: 111 Princess Street
City: Wilmington State: NC Zip: 28401

6. Total number of applications and registrations involved: 4
7. Total fee (37 CFR 3.41).....\$ 115.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Alan M. Zimmer, President
Name of Person Signing Alan M Zimmer Signature Alan M Zimmer Date 02/03/2004
02/10/2004 08:17:00 00000062 73811357
Total number of pages including cover sheet, attachments, and document: 22

01 FC:8521
02 FC:8522

40.00 BP
75.00 OP

documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 003044 FRAME: 0185

Attachment

4. Application Number(s) or Registration Number(s)

Trademark	Serial Number	Registration Number
MILLS	73811357	1607421
SIMPLY BEAUTIFUL	76386524	2723647
REED'S	73147198	1123222
A J R	75258151	2124008

Guidelines for Completing Trademarks Cover Sheets

Cover Sheet information must be submitted with each document to be recorded. If the document to be recorded concerns both patents and trademarks, separate patent and trademark cover sheets, including any attached pages for continuing information, must accompany the document. All pages of the cover sheet should be numbered consecutively, for example, if both a patent and trademark cover sheet is used, and information is continued on one additional page for both patents and trademarks, the pages of the cover sheet would be numbered from 1 to 4.

Item 1. Name of Conveying Party(ies).

Enter the full name of the party(ies) conveying the interest. If there is more than one conveying party, enter a check mark in the "Yes" box to indicate that additional information is attached. The name of the second and any subsequent conveying party(ies) should be placed on an attached page clearly identified as a continuation of the information in Item 1. Enter a check mark in the "No" box, if no information is contained on an attached page.

Item 2. Name and Address of Receiving Party(ies).

Enter the name and full address of the first party receiving the interest. If there is more than one party receiving the interest, enter a check mark in the "Yes" box to indicate that additional information is attached. If the receiving party is an assignee not domiciled in the United States, a designation of domestic representative is required. Place a check mark in appropriate box to indicate whether or not a designation of domestic representative is attached. Enter a check mark in the "No" box if no information is contained on an attached page.

Item 3. Nature of Conveyance.

Place a check mark in the appropriate box describing the nature of the conveying document. If the "Other" box is checked, specify the nature of the conveyance. Enter the execution date of the document. The execution date should be entered in the following format: MM/DD/YYYY.

Item 4. Application Number(s) or Registration Number(s).

Indicate the application number(s) including series code and serial number, and/or registration number(s) against which the document is to be recorded. Enter a check mark in the appropriate box: "Yes" or "No" if additional numbers appear on attached pages. Be sure to identify numbers included on attached pages as the continuation of Item 4.

Item 5. Name and Address of Party to whom correspondence concerning document should be mailed.

Enter the name and full address of the party to whom correspondence is to be mailed.

Item 6. Total Applications and Trademarks Involved.

Enter the total number of applications and trademarks identified for recordation. Be sure to include all applications and registrations identified on the cover sheet and on additional pages.

Block 7. Total Fee Enclosed.

Enter the total fee enclosed or authorized to be charged. A fee is required for each application and trademark against which the document is recorded.

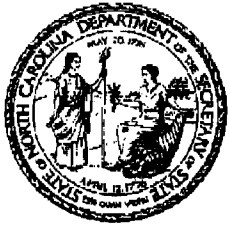
Item 8. Deposit account Number.

Enter the deposit account number to authorize charges. Attach a duplicate copy of cover sheet to be used for the deposit charge account transaction.

Item 9. Signature.

Enter the name of the person submitting the document. The submitter must sign and date the cover sheet. Enter the total number of pages including the cover sheet, attachments, and document.

This collection of information is required by 35 USC 261 and 262 and 15 USC 1057 and 1060. The information is used by the public to submit (and by the USPTO to process) patent and trademark assignment requests. After the USPTO records the information, the records for patent and trademarks, assignments, and other associated documents can be inspected by the public. To view documents recorded under secrecy orders or documents recorded due to the interest of the federal government, a written authorization must be submitted. This collection is estimated to take 30 minutes to complete, including gathering, preparing, and submitting the form to the USPTO. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Manager of the Assignment Division, Crystal Gateway 4, Room 310, 1213 Jefferson Davis Highway, Arlington, Va. 22202. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C., 20231.



State of 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 JEWELERS OF NORTH CAROLINA, INC.

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 12th day of June, 2003.

Elaine F. Marshall

Secretary of State

23 038 9026

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

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

**ARTICLES 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:

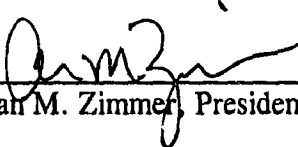
Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Class	Total Voted For	Total Voted Against
Reeds Financial Services, Inc.	1,000	- 0 -	Common	1,000	- 0 -
Reeds Corporate Services, Inc.	1,000	- 0 -	Common	1,000	- 0 -
Reeds Jewelers of North Carolina, Inc.	37,424	- 0 -	Common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

V.

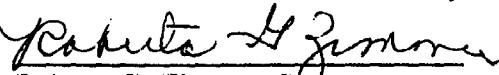
The merger shall become effective on February 28, 2003, at 11:59 o'clock p.m.

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

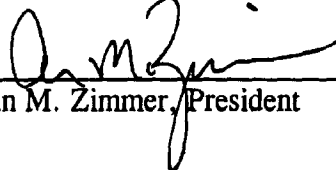
REEDS JEWELERS OF NORTH CAROLINA, INC.

BY:  (SEAL)
Alan M. Zimmer, President


ATTEST:


Roberta G. Zimmer, Secretary

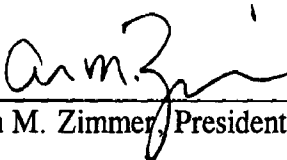
REEDS FINANCIAL SERVICES, INC.

BY:  (SEAL)
Alan M. Zimmer, President

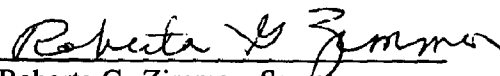
ATTEST:


Roberta G. Zimmer, Secretary

REEDS CORPORATE SERVICES, INC.

BY:  (SEAL)
Alan M. Zimmer, President

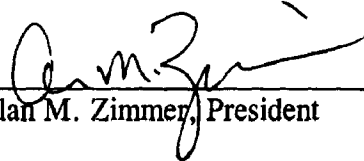
ATTEST:


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)

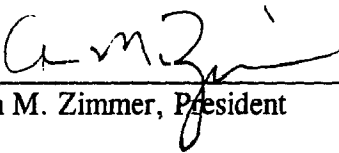


Roberta G. Zimmer, Secretary (SEAL)

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.

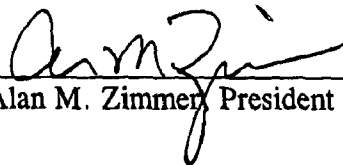
 (SEAL)
Alan M. Zimmer, President

 (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

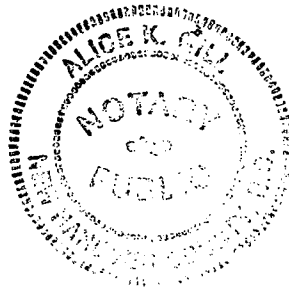
COUNTY OF NEW HANOVER

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.

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Alice K. Gill
Notary Public

My Commission Expires:

My Commission Expires August 4, 2003



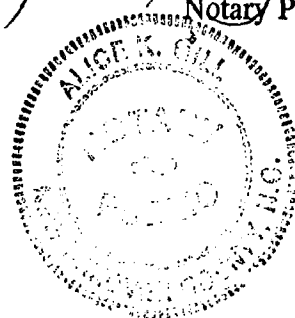
STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

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 21st day of January, 2003.

Alice K. Gill
Notary Public



My Commission Expires:
My Commission Expires August 4, 2003

EXHIBIT A

STATE OF NORTH CAROLINA

**PLAN AND AGREEMENT
OF MERGER**

COUNTY OF NORTH CAROLINA

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

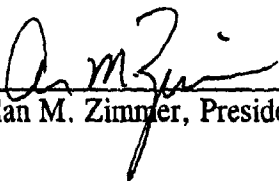
Pursuant to the terms and conditions of this Plan and Agreement of Merger, the Merging Companies shall be merged into the Surviving Company. Upon merger of the Merging Companies into the Surviving Company, the corporate existence of the Merging Companies shall cease and the corporate existence of the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

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.

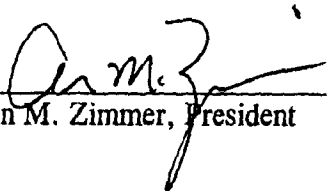
REEDS FINANCIAL SERVICES, INC.

BY:  (SEAL)
Alan M. Zimmer, President

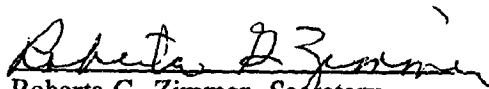
ATTEST:


Roberta G. Zimmer, Secretary

REEDS CORPORATE SERVICES, INC.

BY:  (SEAL)
Alan M. Zimmer, President

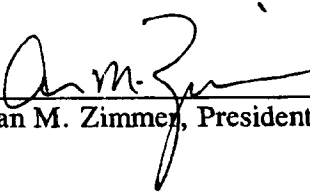
ATTEST:


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/he 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.

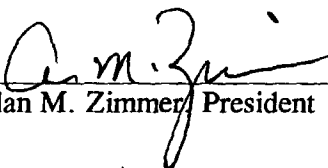

_____(SEAL)
Alan M. Zimmer, President

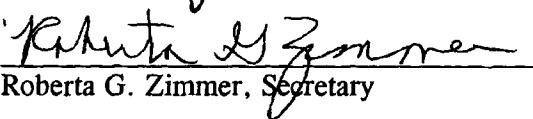

_____(SEAL)
Roberta G. Zimmer, Secretary

STATE OF NORTH CAROLINA

COUNTY OF NEW HANOVER

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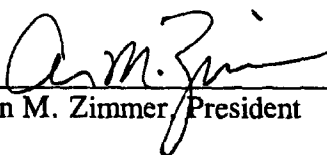

_____(SEAL)
Alan M. Zimmer, President


_____(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

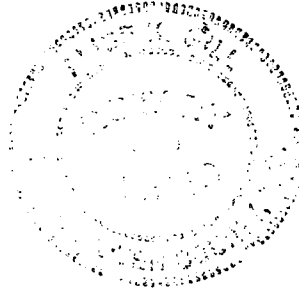
I, Alice K. Gill, a Notary Public in and for the state and county aforesaid, do hereby certify that Roberta G. Zimmer, personally appeared before me this day and acknowledged that she is the Secretary of Reeds Financial Services, Inc., a corporation, and that by authority duly given and as the act of 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 27th day of January, 2003.

Alice K. Gill
Notary Public

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:

August 4, 2003

