

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
Silvestri, Inc		12/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wallace International Silversmiths, Inc
Street Address:	175 McClellan Highway
City:	East Boston
State/Country:	MASSACHUSETTS
Postal Code:	02128-9114
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2697354	PETAL PUSHERS
Registration Number:	1389121	SILVESTRI
Registration Number:	2842071	REIGNING CATS AND DOGS
Serial Number:	76363924	FANCIFUL FLIGHTS
Serial Number:	76357274	FANCIFUL FLIGHTS
Serial Number:	76341961	REIGNING CATS AND DOGS

CORRESPONDENCE DATA

Fax Number: (415)984-8300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 415-984-8287
 Email: jbegler@nixonpeabody.com
 Correspondent Name: Jay Begler
 Address Line 1: 2 Embarcadero Center
 Address Line 2: Nixon Peabody LLP 27th Floor

CH \$165.00 2697354

Address Line 4: San Francisco, CALIFORNIA 94111

NAME OF SUBMITTER:

Jay Begler

Signature:

/Jay Begler/

Date:

03/14/2005

Total Attachments: 6

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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 AGREEMENT OF MERGER, WHICH MERGES:

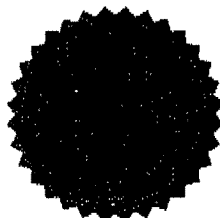
"SILVESTRI, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WALLACE INTERNATIONAL SILVERSMITHS, INC."

UNDER THE NAME OF "WALLACE INTERNATIONAL SILVERSMITHS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.

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

2103720 8100M

AUTHENTICATION: 2853587

030843149

DATE: 01-07-04

TRADEMARK
REEL: 003046 FRAME: 0117

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:12 PM 12/30/2003
FILED 03:00 PM 12/30/2003
V 030843149 - 2103720 FILE

AGREEMENT OF MERGER

OF

SILVESTRI, INC.

(a Delaware corporation)

AND

WALLACE INTERNATIONAL SILVERSMITHS, INC.

(a Delaware corporation)

AGREEMENT OF MERGER approved on October 22, 2003 by Silvestri, Inc., a business corporation of the State of Delaware (hereinafter "Silvestri"), and by resolution adopted by its Board of Directors on said date, and approved on October 22, 2003 by Wallace International Silvermiths, Inc. a business corporation of the State of Delaware (hereinafter "Wallace"), and by resolution adopted by its Board of Directors on said date.

WHEREAS Silvestri is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS at the time of its incorporation, the total number of shares of stock which Silvestri has authority to issue is One Thousand (1,000), all of which are of one class and of a par value of One Dollar (\$1.00) each; and

WHEREAS Wallace is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS at the time of its incorporation, the total number of shares of stock which Wallace has authority to issue is One Thousand (1,000), all of which are of one class and of a par value of One Dollar (\$1.00) each; and

WHEREAS Silvestri and Wallace and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Silvestri with and into Wallace pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Silvestri and duly approved by a resolution adopted by the Board of Directors Wallace, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same

into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Silvestri and Wallace shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Wallace, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of Silvestri, which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby 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 of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be as of December 31, 2003.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated:

SILVESTRI, INC.

By: 

Robert Meers, President and Chief Executive Officer

Dated:

WALLACE INTERNATIONAL SILVERSMITHS, INC.

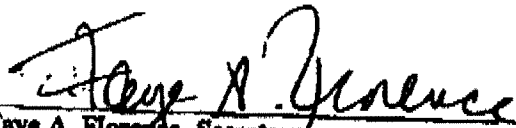
By: 

Gregory W. Hunt, Vice President and Chief
Financial Officer

CERTIFICATE OF SECRETARY OF SILVESTRI, INC.

The undersigned, being the Secretary of Silvestri, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated:




Faye A. Florence, Secretary
Silvestri, Inc.

CERTIFICATE OF SECRETARY OF WALLACE INTERNATIONAL SILVERSMITHS, INC.

The undersigned, being the Secretary of Wallace International Silversmiths, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated:


Faye A. Morrice, Secretary
Wallace International Silversmiths, Inc.