

RECORDATION FORM COVER
TRADEMARKS



103251999

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):

Intermark USA, LLC

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

Citizenship (see guidelines) _____

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: Inter-Mark USA, Inc.

Internal

Address: 200 Business Park Drive

Street Address: Suite 307

City: Armonk

State: NY

Country: USA

Zip: 10504

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship New York
- 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 / Execution Date(s) :

Execution Date(s) June 10, 2005

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

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

A. Trademark Application No.(s)

See Attached

B. Trademark Registration No.(s)

See Attached

Additional sheet(s) attached? Yes No

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

See Attached

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

Name: Mandel & Peslak, LLC, Lawrence D. Mandel, Esq.

Internal Address: Suite 5

Street Address: 80 Scenic Drive

City: Freehold

State: NJ Zip: 07728

Phone Number: 732-761-1610

Fax Number: 732-761-1611

Email Address: lmandel@mandelpesla.com

6. Total number of applications and registrations involved:

9

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

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed *if necessary*

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 510237

Authorized User Name _____

9. Signature:

Signature

5/26/06
Date

06/05/2006 DBYRNE 00000043 76422592

01 FC:0521
02 FC:0522

40.00 OR
200.00 OR
Name of Person Signing
Lawrence D. Mandel, Esq.

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SERIAL NUMBER**FILING DATE****MARK**

76/422,592

2/22/2005

L3

76/564,601

11/26/2003

SLIDE SHADOW

76/572,412

1/23/2004

L3 TIMELESS

76/616,812

10/19/2004

LIP STYLE

76/616,803

10/19/2004

NAIL STYLE

76/622,506

11/29/2004

PLASTIQUE

REG. NUMBER**REG. DATE****MARK**

2,926,620

2/15/2005

INK POTS

2,944,488

4/26/2005

FLAT PENCIL

2,972,546

7/19/2005

L3

+ 050608000122

Certificate of Merger

of

INTER-MARK USA, LLC

and

INTER-MARK USA, INC.

into

INTER-MARK USA, INC.

Under Section 904-a of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent entities herein named, as follows:

FIRST: The Managing Member and the Board of Directors of each of the constituent entities has duly adopted a plan of merger setting forth the terms and conditions of the merger of said entities.

SECOND: The name of the foreign limited liability company, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged limited liability company", is Inter-Mark USA, LLC. The jurisdiction of its formation is Delaware; and the date of its authority to do business in the State of New York is September 22, 2000.

THIRD: The name of the domestic constituent corporation, which is the surviving constituent corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is Inter-Mark USA, Inc. and the name under which it was formed is Inter-Mark USA, Inc. The date upon which its certificate of incorporation was filed by the Department of State is January 21, 2004.

FOURTH: An agreement of merger has been approved and executed by each constituent entity.


FIFTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

/

SIXTH: An agreement of merger is on file at a place of business of the surviving domestic corporation at 200 Business Park Drive, Suite 309, Armonk, New York 10504.

Signed on May 27, 2005

INTER-MARK USA, INC.

By: 
Grant L. Berry, President

INTER-MARK USA, LLC

By: 
Grant L. Berry, Managing Member

2

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CERTIFICATE OF MERGER
OF
INTER-MARK USA, LLC
AND
INTER-MARK USA, INC.
INTO
INTER-MARK USA, INC.

Under Section 904-a of the Business Corporation Law.

Filed by: Ruta & Soulios LLP
 Address: 1500 Broadway - 21st Floor
New York, NY 10036

Zcc's
 STATE OF NEW YORK
 DEPARTMENT OF STATE

JUN 08 2005

FILED
TAXS

BY: *Mark West*

MR

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120

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 10, 2005



A handwritten signature in black ink, appearing to read "R. A. ...", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)