

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Evertru Jewellery Co. Limited		06/30/2006	CORPORATION: CANADA
844903 Ontario Limited		06/30/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Evertru Jewellery Co. Limited
Street Address:	16 Ripley Avenue
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M6S 3N9
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1826286	CET
Registration Number:	1256363	DIAMONDS REBORN
Registration Number:	1499484	CORONA
Registration Number:	3059446	MAPLE LEAF DIAMONDS
Registration Number:	2842172	LOON DIAMONDS
Registration Number:	2850111	
Registration Number:	2875239	EAGLE DIAMONDS
Registration Number:	2751005	

CORRESPONDENCE DATA

Fax Number: (513)762-7944
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (513) 455-7644

CH \$215.00 1826286

Email: lke@gdm.com
Correspondent Name: Louis K. Ebling
Address Line 1: 255 East Fifth Street
Address Line 2: 2800 Chemed Center
Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER: 104818

DOMESTIC REPRESENTATIVE

Name: Greenebaum Doll & McDonald PLLC
Address Line 1: 255 East Fifth Street
Address Line 2: 2800 Chemed Center
Address Line 4: Cincinnati, OHIO 45202

NAME OF SUBMITTER: Louis K. Ebling

Signature: /Louis Ebling/

Date: 11/17/2006

Total Attachments: 14

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For Ministry Use Only
 Usage exclusif du ministère
 Consumer and
 Ontario Business Services
CERTIFICATE
 This is to certify that these articles
 are effective on

Ministère des Services
 aux consommateurs
 et aux entreprises
CERTIFICAT
 Ceci certifie que les présents status
 entrent en vigueur le

Ontario Corporation Number
 Numéro de la société en Ontario

1703047

1

JULY 01 JUILLET, 2006

[Signature]
 Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

Form 4
 Business
 Corporations
 Act

Formule 4
 Loi sur les
 sociétés par
 actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale de la société issue de la fusion (écrire en LETTRES MAJUSCULES SEULEMENT) :

E	V	E	R	T	R	U	J	E	W	E	L	L	E	R	Y	C	O	.	L	I	M	I	T	E	D

2. The address of the registered office is:
 Adresse du siège social :

16 Ripley Avenue

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
 (Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto

Ontario

M6S 3N9

(Name of Municipality or Post Office)
 (Nom de la municipalité ou du bureau de poste)

(Postal Code /
 Code postal)

3. Number of directors is/are: **or** minimum and maximum number of directors is/are:
 Nombre d'administrateurs : **ou** nombres minimum et maximum d'administrateurs :
 Number **or** minimum and maximum
 Nombre **ou** minimum et maximum

1	10
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4. The director(s) is/are:
 Administrateur(s) :

First name, middle names
 and surname
 Prénom, autres prénoms et nom
 de famille

Address for service, giving Street & No. or R.R. No.,
 Municipality, Province, Country and Postal Code
 Domicile élu, y compris la rue et le numéro ou le
 numéro de la R.R., le nom de la municipalité, la
 province, le pays et le code postal

Resident Canadian
 State 'Yes' or 'No'
 Résident canadien
 Oui/Non

Albert Minister

16 Ripley Avenue, Toronto, Ontario,
 Canada M6S 3N9

Yes

John A. Minister

16 Ripley Avenue, Toronto, Ontario,
 Canada M6S 3N9

Yes

Gordon J. Zimmerman

40 King Street West, Suite 4400,
 Toronto, Ontario, Canada M5H 3Y4

Yes

5. Check A or B
Cocher A ou B



A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou



B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Evertru Jewellery Co. Limited

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> Year / année Month / mois Day / jour
Evertru Jewellery Co. Limited	107170	2006-Jun-23
844903 Ontario Limited	844903	2006-Jun-23

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The corporation is authorized to issue an unlimited number of Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Common Shares

Voting: The holders of the Common Shares shall be entitled to one vote in respect of each Common Share held at any meeting of the shareholders of the corporation except meetings at which only holders of a specified class or series of shares are entitled to vote.

Dividends: The holders of the Common Shares shall be entitled to receive dividends as and when declared by the directors in their discretion from time to time out of moneys of the corporation properly applicable to the payment of dividends.

Winding-Up: In the event of the liquidation, dissolution or winding-up of the corporation or other distribution of the assets of the corporation among its shareholders, the holders of the Common Shares shall be entitled to share pro rata in the distribution of the balance of the assets of the corporation.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The transfer of shares is subject to the restrictions on the transfer of securities set out in Section 10.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

See page 5a.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

10. Other provisions continued

(a) No securities (other than non-convertible debt securities) of the corporation shall at any time be transferred to any person without either (i) the consent of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (ii) the consent of the shareholders of the corporation to be signified either by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of shares of the corporation which shares represent a majority of the votes attributable to all of the issued and outstanding shares of the corporation carrying the right to vote.

(b) The board of directors may from time to time on behalf of the corporation, without authorization of the shareholders:

(i) borrow money on the credit of the corporation;

(ii) issue, reissue, sell or pledge or hypothecate bonds, debentures, notes or other evidences of indebtedness of the corporation, whether secured or unsecured;

(iii) give a guarantee on behalf of the corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or any guarantees or any other present or future indebtedness, liability or obligation of the corporation.

The board of directors may from time to time delegate to one or more of the directors and officers of the corporation as may be designated by the board all or any of the powers conferred on the board in this Section 9(b) to the extent and in the manner as the board shall determine at the time of such delegation.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

EVERTRU JEWELLERY CO. LIMITED

By: _____

Director - Albert Minister

844903 ONTARIO LIMITED

By: _____

Director - Albert Minister

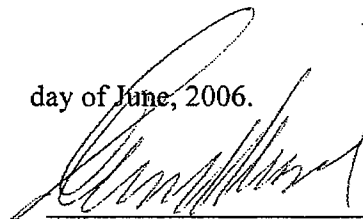
SCHEDULE "A"

**STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
"THE BUSINESS CORPORATIONS ACT"**

I, Albert Minister, of the City of Toronto, in the Province of Ontario, hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the Business Corporations Act, (Ontario) (the "Act").
2. I am a director of EVERTRU JEWELLERY CO. LIMITED and as such have knowledge of its affairs.
3. I am a director of 844903 ONTARIO LIMITED and as such have knowledge of its affairs.
4. I have conducted such examinations of the books and records of EVERTRU JEWELLERY CO. LIMITED and 844903 ONTARIO LIMITED (the "Amalgamating Corporations") and have made such enquiries and investigations as are necessary to enable me to make the statements set forth herein.
5. There are reasonable grounds for believing that:
 - (i) each of the Amalgamating Corporations is and the amalgamated corporation will be able to pay its liabilities as they become due;
 - (ii) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (iii) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

DATED as of the 23rd day of June, 2006.



Albert Minister

::ODMA\PCDOCS\TOR01\3303405\1

SCHEDULE "B"

AMALGAMATION AGREEMENT

THIS AGREEMENT made as of the 30th day of June, 2006.

BETWEEN:

EVERTRU JEWELLERY CO. LIMITED, a
corporation incorporated under the laws of Ontario

(called "EVERTRU")

- and -

844903 ONTARIO LIMITED, a corporation
incorporated under the laws of Ontario

(called "844903")

BACKGROUND FACTS:

- A. Both of the corporations are governed by the Business Corporations Act (Ontario) (the "Act");
- B. The corporations, acting under the authority contained in the Act, have agreed to amalgamate upon the terms and conditions hereinafter set out;

NOW THEREFORE THE PARTIES AGREE AS FOLLOWS:

1. In this Agreement, the expression "the Corporation" means the Corporation continuing from the amalgamation of EVERTRU and 844903, the parties to this Agreement.

2. Effective July 1, 2006, EVERTRU and 844903 shall amalgamate under the provisions of section 174 of the Act and continue as one corporation on and subject to the terms and conditions set out below.
3. The name of the Corporation shall be EVERTRU JEWELLERY CO. LIMITED.
4. The registered office of the Corporation shall be in the City of Toronto, in the Province of Ontario and shall be located at 16 Ripley Avenue, Toronto, Ontario M6S 3N9.
5. The Corporation is authorized to issue an unlimited number of Common Shares (the "common shares") with the following rights, privileges, restrictions and conditions:

(a) **Voting Rights**

The holders of the common shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation, and each such share shall confer the right to one vote in person or by proxy at all meetings of shareholders of the Corporation.

(b) **Dividends**

The holders of the common shares shall be entitled to receive dividends as and when declared by the directors from time to time out of moneys of the Corporation properly applicable to the payment of dividends, and the amount per share of each such dividend shall be determined by the directors of the Corporation at the time of declaration.

(c) **Return of Capital**

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of its assets among the shareholders by way of repayment capital, whether voluntary or involuntary, the holders of the common shares shall be entitled to receive the remaining property of the Corporation.

6. No securities (other than non-convertible debt securities) of the Corporation shall at any time be transferred to any person without either (a) the consent of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (b) the consent of the shareholders of the Corporation to be signified either by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of shares of the Corporation which shares represent a majority of the votes attributable to all of the issued and outstanding shares of the Corporation carrying the right to vote.

7. The minimum number of directors of the Corporation shall be 1 and the maximum number of directors shall be 10 and, until changed pursuant to the Act, the board of directors of the Corporation shall consist of 3 directors.

8. The first directors of the Corporation shall be the following persons:

<u>Name</u>	<u>Address for Service</u>	<u>Resident Canadian</u>
Albert Minister	16 Ripley Avenue Toronto, Ontario M6S 3N9	Yes
John Minister	16 Ripley Avenue Toronto, Ontario M6S 3N9	Yes
Gordon J. Zimmerman	16 Ripley Avenue Toronto, Ontario M6S 3N9	Yes

9. The following persons shall be officers of the Corporation to hold office during the pleasure of the Board:

Chairman	-	Albert Minister
President	-	John Minister
Secretary-Treasurer	-	Sandra Minister

10. There shall be no restrictions on the business that the Corporation may carry on or on the powers that the Corporation may exercise.

11. The board of directors may from time to time on behalf of the Corporation, without authorization of the shareholders:

- (i) borrow money on the credit of the Corporation;
- (ii) ~~issue, reissue, sell or pledge or hypothecate bonds, debentures, notes or other evidences of indebtedness of the Corporation, whether secured or unsecured;~~
- (iii) give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bond, debentures, notes or other evidences of indebtedness or any guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

The board of directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be

designated by the board all or any of the powers conferred on the board above to such extent and in such manner as the board shall determine at the time of such delegation.

12. Upon the amalgamation becoming effective:

- (a) the 1,000 issued and fully paid common shares of EVERTRU shall be converted into 1,000 issued and fully paid common shares of the Corporation; and
- (b) the 50,001 issued and fully paid common shares of 844903 shall be cancelled without any repayment of capital in respect thereof.

13. The by-laws of the Corporation shall not be those of either EVERTRU or 844903. The proposed by-laws of the Corporation may be inspected at 16 Ripley Avenue, Toronto, Ontario M6S 3N9

14. Upon the shareholders of EVERTRU and 844903, respectively approving this Agreement in accordance with the provisions of the Act, the parties to this Agreement shall complete and send articles of amalgamation in the prescribed form to the Director, Companies Branch, Ministry of Consumer and Business Services (Ontario), providing for the amalgamation of EVERTRU and 844903 on and subject to the terms and conditions of this Agreement.

15. This Agreement may be terminated without cause by the board of directors of either EVERTRU or 844903, despite the approval of this Agreement by the shareholders of EVERTRU and 844903, at any time before the endorsement of a Certificate of Amalgamation under the Act.

16. This Agreement may be signed by one or more counterparts and each counterpart hereof shall, when executed by the parties hereto, be deemed to be an

original, and such counterparts together shall constitute one and the same instrument.

17. This Agreement shall be binding upon and enure to the benefit of the parties hereto and their respective successors. This Agreement may not be assigned.

18. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and shall supersede and replace any and all agreements, promises and representations made by any party to the other concerning the subject matter of this Agreement. This Agreement may not be modified in any manner except by instrument in writing signed by all parties hereto which specifically refers to this Agreement and its amendment.

19. This Agreement and the terms hereof shall at all times be governed by and construed and interpreted pursuant to the laws of the Province of Ontario, and the laws of Canada applicable therein.

THIS AGREEMENT has been duly executed by the parties as of the date first stated above.

EVERTRU JEWELLERY CO. LIMITED

By: 

Director - Albert Minister

844903 ONTARIO LIMITED

By: 

Director - Albert Minister