

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/18/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JD Design, LLC		12/18/2006	LIMITED LIABILITY COMPANY: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	JD Holdings, Inc.
Street Address:	5901 South Eastern Ave.
City:	Commerce
State/Country:	CALIFORNIA
Postal Code:	90040
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2653566	JD
Registration Number:	3225514	JOE'S
Registration Number:	2715038	JOE'S
Registration Number:	3156022	JOE'S JD
Registration Number:	3114334	THE LOVER

**CORRESPONDENCE DATA**

Fax Number: (215)279-9394  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: jordan.lavine@flastergreenberg.com  
 Correspondent Name: Jordan A. LaVine  
 Address Line 1: 1628 John F. Kennedy Blvd., 15th Floor  
 Address Line 4: Philadelphia, PENNSYLVANIA 19103

**CH \$140.00 2653566**

ATTORNEY DOCKET NUMBER:	10129.5006
NAME OF SUBMITTER:	Jordan A. LaVine
Signature:	/Jordan A. LaVine/
Date:	11/09/2007
Total Attachments: 4 source=jd assign#page1.tif source=jd assign#page2.tif source=jd assign#page3.tif source=jd assign#page4.tif	



**State of California**  
**Secretary of State**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

3

That the attached transcript of \_\_\_\_\_ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 04 2007

BRUCE McPHERSON  
Secretary of State

A0654601

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

DEC 18 2006

**AGREEMENT OF MERGER**

This Agreement of Merger is entered into between JD Holdings, Inc., a California corporation (herein "Surviving Corporation"), and J.D. Design, LLC, a California limited liability company (herein "Merging Company").

1. Merging Company shall be merged into Surviving Corporation.
2. Each outstanding membership interest of the Merging Company shall be converted into one (1) share of common stock of the Surviving Corporation.
3. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Company shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

JD HOLDINGS, INC.,  
a California corporation

By: \_\_\_\_\_

Joe Dahan, President and Secretary

J.D. DESIGN, LLC,  
a California limited liability company

By: \_\_\_\_\_

Joe Dahan, Manager and Sole Member

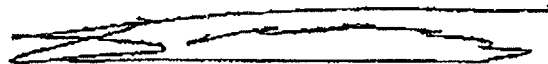
**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Joe Dahan certifies that:

1. He is the president and the secretary of JD HOLDINGS, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors.
3. The corporation has not issued any shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: November 1, 2006

  
Joe Dahan, President and Secretary

1 12660448/1 090915.070000



**State of California  
Secretary of State**

OBE MERG

**CERTIFICATE OF MERGER**

(Corporations Code sections 1113(g), 6019.1, 8019.1, 9640, 12540.1, 15678.4, 16915(b) and 17552)

**IMPORTANT — Read all instructions before completing this form.**

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY JD Holdings, Inc.	2. TYPE OF ENTITY Corporation	3. CA SECRETARY OF STATE FILE NUMBER 2932899	4. JURISDICTION California												
5. NAME OF DISAPPEARING ENTITY J.D. Design, LLC	6. TYPE OF ENTITY Limited Liability Company	7. CA SECRETARY OF STATE FILE NUMBER 200029110053	8. JURISDICTION California												
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
<p style="text-align: center;"><u>SURVIVING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>Common Stock</td> <td></td> <td>no shares have been issued</td> </tr> </tbody> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	Common Stock		no shares have been issued	<p style="text-align: center;"><u>DISAPPEARING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>1</td> <td></td> <td>100% of the membership</td> </tr> </tbody> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	1		100% of the membership
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED													
Common Stock		no shares have been issued													
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED													
1		100% of the membership													
10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT. <input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.															
11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY. N/A															
12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.															
PRINCIPAL ADDRESS OF SURVIVING ENTITY		CITY AND STATE	ZIP CODE												
1810 Rising Glen Road		Los Angeles, CA	90069												
13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY. None.															
14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER. N/A		15. FUTURE EFFECTIVE DATE, IF ANY ____/____/____ (Month) (Day) (Year)													
16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.															
17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.															
 SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY		11/21/06	DATE												
		Joe Dahan, Chief Executive Officer and Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON													
 SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY			DATE												
		Joe Dahan, Manager and Sole Member TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON													
 SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		11/21/06	DATE												
		Joe Dahan, Manager and Sole Member TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON													
 SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY			DATE												
		TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON													
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing: _____															

OBE MERGER-1 (REV 09/2006)

APPROVED BY SECRETARY OF STATE

