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

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2009)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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):  
GJM (USA), INC.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation- State: \_\_\_\_\_  
 Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies)  Yes  
Additional names, addresses, or citizenship attached?  No

Name: Tellus Ltd  
Internal Address: \_\_\_\_\_  
Street Address: 600 Sylvan Ave, 4th Fl  
City: Englewood Cliffs  
State: New Jersey  
Country: USA Zip: 07632

Association Citizenship \_\_\_\_\_  
 General Partnership Citizenship \_\_\_\_\_  
 Limited Partnership Citizenship \_\_\_\_\_  
 Corporation Citizenship \_\_\_\_\_  
 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) Dec 31, 2006

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

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

A. Trademark Application No.(s) \_\_\_\_\_  
Registration date: 5/12/1998

B. Trademark Registration No.(s) 2157041  
Mark: GJM THE LINGERIE COLLECTION

Additional sheet(s) attached?  Yes  No

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

5. Name & address of party to whom correspondence concerning document should be mailed:  
Name: Rick Helfenbein  
Internal Address: \_\_\_\_\_  
Street Address: c/o Tellus Ltd  
149 Madison Avenue, 11th Floor  
City: New York  
State: NY Zip: 10016  
Phone Number: 212-851-8000  
Fax Number: 212-851-8029  
Email Address: RHelfen@aol.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1001  
American Exp Expiration Date 05/2010

b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

9. Signature: Rick Helfenbein 3/3/08  
Signature Date

Rick Helfenbein  
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be filed to (571) 273-0100, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TO: RICK HELFENBEIN COMPANY: C/O TELLAS LTD

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GJM USA

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CERTIFICATE OF MERGER

of

GJM (USA), INC.  
(a New York corporation)

into

TELLAS LTD.  
(a New Jersey corporation)

Under Section 907 of the New York Business Corporation Law

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

1. The board of directors of each of the constituent corporations has duly adopted an Agreement and Plan of Merger (the "Agreement") setting forth the terms and conditions of the merger of the corporations.
2. The name of the constituent corporation which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "Surviving Corporation", is TellaS Ltd. The Surviving Corporation is a New Jersey corporation. The date when the Certificate of Incorporation of the Surviving Corporation was filed in the office of the Department of Treasury of the State of New Jersey was January 26, 2008. The name under which the Surviving Corporation was incorporated in New Jersey is "TellaS Ltd." The Application for Authority in the State of New York was filed by the Department of State of New York on November 28, 2006.
3. The name of the constituent corporation which is being merged into the Surviving Corporation, and which is hereinafter sometimes referred to as the "Merged Corporation", is GJM (USA), Inc. The Merged Corporation is a New York corporation. The date when the Certificate of Incorporation of the Merged Corporation was filed by the New York Department of State was January 24, 2002. The name under which the Merged Corporation was incorporated is "GJM (USA), Inc."
4. The merger is permitted under the laws of the State of New Jersey. The applicable provisions of the laws of the State of New Jersey, upon compliance with the filing and recording requirements of the State of New Jersey, will have been complied with by the Surviving Corporation.

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p.4

5. There are 100 shares of common stock of the Surviving Corporation issued and outstanding and entitled to vote. There are 200 shares of common stock of the Merged Corporation issued and outstanding and entitled to vote. Neither of the constituent corporations has any other class or series of stock issued or outstanding or entitled to vote.

6. The merger was duly authorized by the board of directors of each constituent corporation, and approved by the written consent of the sole shareholder of each constituent corporation.

7. The Certificate of Incorporation of the Surviving Corporation shall remain unchanged.

8. The merger shall become effective in New York as of the close of business on December 31, 2006.

9. The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the Merged Corporation, and for the enforcement, as provided in the New York Business Corporation Law, of the right of the sole shareholder of the Merged Corporation to receive payment for its shares against the Surviving Corporation.

10. The Surviving Corporation agrees that, subject to the provisions of section 623 of the New York Business Corporation Law, it will promptly pay to the sole shareholder of the Merged Corporation the amount, if any, to which it shall be entitled under the provisions of the New York Business Corporation Law, relating to the rights of shareholders to receive payment for their shares.

11. The Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the New York Business Corporation Law, in any action or special proceeding. The address to which the Secretary of State of the State of New York shall mail a copy of any process against the Surviving Corporation served upon him is:

Tellas Ltd,  
600 Sylvan Avenue, 4th Floor  
Englewood Cliffs, NJ 07632  
Attention: President

12. that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the Merged Corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the Merged

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GJM USA

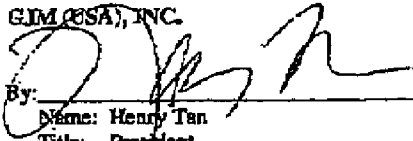
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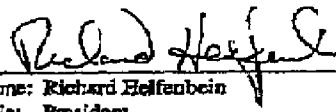
Corporation. The said report, if estimated, is subject to amendment. The Surviving Corporation agrees that it will, within thirty days after the filing of this Certificate of Merger, file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the Merged Corporation.

IN WITNESS WHEREOF, the undersigned have executed this certificate as of the 30th day of October, 2006 and thereby affirm, under the penalties of perjury, that the statements contained herein have been examined by them and are true and correct.

GJM (USA), INC.

By:   
 Name: Henry Tan  
 Title: President

TELLAS LTD.

By:   
 Name: Richard Helfenbein  
 Title: President

TO: RICK HELFENBEIN COMPANY: C/O TELLAS LTD

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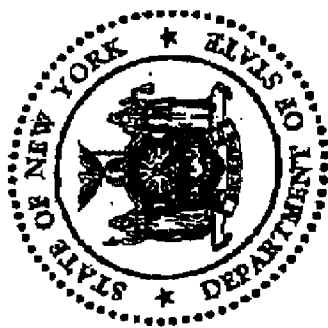
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State of New York / ss:  
Department of State }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **November 29, 2006**



Special Deputy Secretary of State

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p.7

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CERTIFICATE OF MERGER

OF

GJM (USA), INC.

INTO

TELLAS LTD.

Section 907 of the Business Corporation Law

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FILED

Filer: Lowenstein Sandler PC  
65 Livingston Avenue  
Roseland, New Jersey 07068-1791

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STATE OF NEW YORK  
DEPARTMENT OF STATE  
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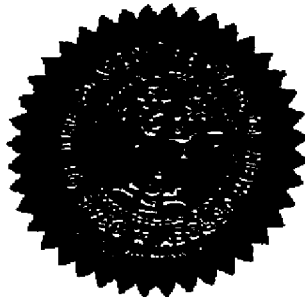
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STATE OF NEW JERSEY  
 DEPARTMENT OF TREASURY  
 FILING CERTIFICATION (CERTIFIED COPY)

TELLAS LTD.  
 0100805184

*I, the Treasurer of the State of New Jersey,  
 do hereby certify, that the above named business  
 did file and record in this department a  
 Certificate of Alternate Name on November 28th, 2006  
 for GJM USA  
 and that the attached is a true copy of this  
 document as the same is taken from and compared  
 with the original(s) filed in this office and now  
 remaining on file and of record.*

*IN TESTIMONY WHEREOF, I have  
 hereunto set my hand and  
 affixed my Official Seal  
 at Trenton, this  
 28th day of November, 2006*



*Bradley Abelow*

Bradley Abelow  
 Treasurer