

02-10-2009



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

009)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**



103547578

U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Hem Corporation

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

Citizenship (see guidelines) India

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) April 5, 2006

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Hem Corporation Private Limited

Internal

Address: G-5, Riddhi-Siddhi Apartments

Street Address: Mithagar 'X' Road, Mulund (E)

City: Mumbai

State: _____

Country: India Zip: 400 081

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Private Limited Co. Citizenship India

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)

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,379,324; 2,465,069; 2,685,116 and 2,837,768

Additional sheet(s) attached? Yes No

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

PRECIOUS CHANDAN; HEM; PRECIOUS; and HEM CHAMPA

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

Name: David R. Schaffer, Esq.

Internal Address: Miles & Stockbridge P.C.

Street Address: 1751 Pinnacle Drive

Suite 500

City: McLean

State: Virginia Zip: 22102

Phone Number: 703-903-9000

Fax Number: 703-610-8686

Email Address: _____

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$115.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

02/09/2009 MJAMA1 00000011 2379324

Deposit Account Number _____

Authorized User Name _____

48.00 OP
75.00 OP

9. Signature:

Signature

February 5, 2009

Date

David R. Schaffer
Name of Person Signing

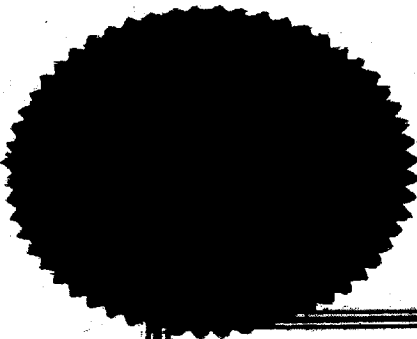
Total number of pages including cover sheet, attachments, and document: 6

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

For HEM CORPORATION PVT. LTD.

Ashah

Director



भारत गणराज्य
FEDERAL
REPUBLIC OF INDIA

CERTIFICATE OF INCORPORATION

No. U24200WH2005PT0160992

HEM CORPORATION PRIVATE LIMITED

I hereby certify that **HEM CORPORATION PRIVATE LIMITED**

Part IX of

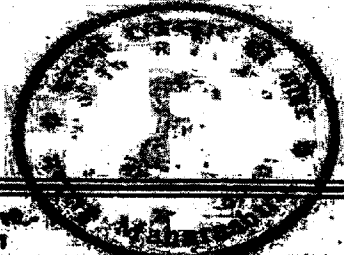
in this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is valid.

Given under my hand at MUMBAI this FIFTH

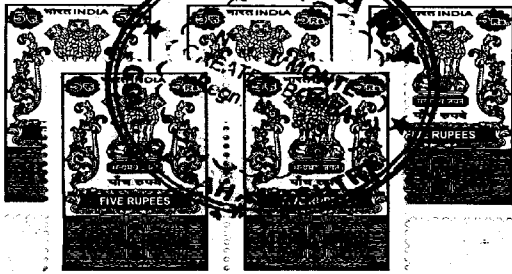
day of APRIL Two Thousand SIX

(A. S. SINGH)

ASSTT. Registrar of Companies
Maharashtra, Mumbai



J. S. G. I
110/111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

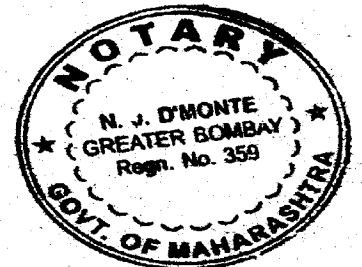


TRUE COPY OF ORIGINAL CERTIFIED BY ME

N. J. D. Monte

N. J. D. MONTE
ADVOCATE & NOTARY
51-A, Chapel Road,
Dandra, Mumbai-50

22 JUN 2006.



THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
HEM CORPORATION PRIVATE LIMITED

This **MEMORANDUM OF ASSOCIATION** is made on this 26th day of March Two Thousand Six **BETWEEN:**

1. Mr. Uday Lalji Shah
2. Mr. Kishore Lalji Shah
3. Mr. Hemant Lalji Shah
4. Mr. Jinesh Kishore Shah
5. Mrs. Bharati Uday Shah
6. Mrs. Hasumati Kishore Shah
7. Mrs. Varsha Hemant Shah

WHERE AS

The parties hereto have been carrying on business in partnership under the name and style of M/s. **HEM CORPORATION** (hereinafter referred to as 'the firm') on the terms and conditions contained in the Partnership Deeds dated 08.08.1980 (Also vide Supplementary Deed dated 15/11/1997 Retirement Deed dated 01/04/1998, and Admission Deed dated 01/04/2004).

AND WHEREAS the firm is engaged in business of manufacturing Agarbatties, Perfumery and allied business activities, the said firm owns factory, brands and other assets and liabilities relating to the said business and with its offices at Matunga / Mulund having permanent capital of Rs. 600000/- (Rupees Six Lakhs only) contributed and held by the parties hereto the extent specified in the subscription clause hereto and the said firm has been duly registered under the provisions of the partnership Act, 1932 on 2nd January, 1981.

AND WHEREAS the parties hereto have mutually adjusted their respective rights and accounts in the said Partnership Firm, to be registered into and as a joint stock company for continuing and carrying on the said business of the firm uninterrupted, having a permanent capital of Rs. 600000/- (Rupees Six Lacs Only) divided into 60000 (Sixty Thousand) Equity shares of Rs10/-(Rupees Ten Only) each and WHEREAS the parties hereto have mutually settled their share holdings as amongst themselves as the members of the said joint stocks company in the following manner:

Sr	NAME OF PARTY	NO. OF SHARES	AMOUNT RS.
1.	Mr. Uday Lalji Shah	18000	180000
2.	Mr. Kishore Lalji Shah	18000	180000
3.	Mr. Hemant Lalji Shah	18000	180000
4.	Mr. Jinesh Kishore Shah	600	6000
5.	Mrs. Bharati Uday Shah	2000	20000
6.	Mrs. Hasumati Kishore Shah	1400	14000
7.	Mrs. Varsha Hemant Shah	2000	20000
Total		<u>60000</u>	<u>600000</u>

AND WHEREAS the said Partnership firm is a joint stock company within the meaning of section 566 of the companies Act, 1956, and the joint stock company is registered on the principle of having for its members, the holders of the aforesaid shares and accordingly the present members of the joint stock company are the only persons specified in the subscription clause hereto and the shareholders hereto have for the better and efficient management and improvement of the said business and also in view of the contemplated expansion agreed that the said joint stock company be governed by the following objects, rules and regulation and shall continue to carry on and shall carry interalia the business of the firm under the name and style M/s. **HEM CORPORATION**.

AND WHEREAS the parties hereto have expressed their desire vide unanimous resolution dated 05.01.2005 (enclosed and marked as exhibit "A") to register the firm as a Private Company Limited by shares under the provisions of Part IX of the companies Act,

1956 and execute this Memorandum of Association with the intention of continuing to carry on the said business of M/s. **HEM CORPORATION** through all its properties, movable and immovable, tangible and intangible (including all actionable claims) all other assets and liabilities, whether recorded or not, including interalia all licenses, permits, authorisations, registrations, pending contracts, unexecuted orders and all other rights, benefits, advantages also outgoings, whether provided for and/or contingent and whatsoever and howsoever belonging to or vested in the said firm M/s. **HEM CORPORATION** and so that such registration shall not affect its rights or liabilities in respect of any debt or obligation incurred, or any contract entered into by, to, with or on behalf of the said M/s. **HEM CORPORATION** before registration.

Now this Memorandum witnesseth and it is hereby agreed by and between the parties hereto that their Rights and obligations be governed by the following regulations, that is to say the Memorandum of Association and the Articles of Association: -

- I. The name of the company is **HEM CORPORATION PRIVATE LIMITED**
- II. The Registered office of the company will be situated in the State of Maharashtra, i.e. within the jurisdiction of Registrar Of Companies, Maharashtra at Mumbai.
- III. The object for which the company is registered are:
 - (A) **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS REGISTRATION ARE :**

1. To carry on in India or abroad the business as manufacturers, processors, formulators, refiners, repackers, fabricators, exporters, importers, traders, dealers in Agarbatties, Incense sticks- hand rolled or machine made, Incense, Dhoops, incense cones, incense oils, colognes, toilet waters, eau de colognes, scented body sprays, scented linen sprays, scented room sprays, personal deodorants and anti-perspirants, mosquito repellent, fragrance-emitting wicks for room fragrance, aromatherapy products, lotion oils, creams, aromatherapy soaps, aromatherapy bath oils, shower gels, and foam powders, aromatherapy bath salts and soaps, Scented oils, (Used to produce aromas when heated), essential oils, message oils, skin toners, nail polish, deodrant soaps, toilet soaps, bath and shower gels, and foam powders, creams and lotions for face, hands and body, shaving creams and lotions, hair oil, hair lotions and

EXHIBIT 'A'

True copy of the minutes of the partners meeting M/s. HEM CORPORATION held at the registered office situated at G-5, Riddhi Siddhi Apartment, Mithaghar Cross Lane, Mulund (East) Mumbai-400 081 on the 5th day of January 2005.

Present :

1. SHRI UDAY LALJI SHAH
2. SHRI KISHORE LALJI SHAH
3. SHRI HEMANT LALJI SHAH
4. SHRI JINESH KISHORE SHAH
5. SMT. BHARTI UDAY SHAH
6. SMT. HASUMATI KISHORE SHAH
7. SMT. VARSH HEMANT SHAH

Shri UDAY LALJI SHAH was voted chairman of the meeting.

The Chairman proposed and Shri Kishore Lalji Shah seconded that the partnership firm M/s. HEM CORPORATION should be registered as Private Company Limited by shares under part IX of the Companies Act 1956. After discussion the following resolution was passed:-

Unanimously Resolved THAT the Partnership firm of M/s. HEM CORPORATION be registered into and as a Private Company Limited by shares under part IX of the Companies act, 1956 and all members present in the meeting, accord their consent to such registration.

RESOLVED Further that steps be taken for registration of the company as aforesaid and Mr. UDAY LALJI SHAH and Mr. KISHORE LALJI SHAH and Mr. HEMANT LALJI SHAH be and hereby authorised to sign verify and file all the necessary papers and documents for the purpose and to do all such acts as are necessary for such registration including incurring of necessary expenditure for the purpose of such registration out of Company's funds.

The meeting was terminated with a vote of thanks to the chairman.

sd/-

MUMBAI

CHAIRMAN