

09-21-2001



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To the Honorable Commission.

101851218

attached original documents or copy thereof.

1. Name of conveying party(ies):

OroAmerica, Inc.

9-17-01

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: June 21, 2001

2. Name and address of receiving party(ies)

Name: Aurafin-OroAmerica LLC

Internal

Address: _____

Street

Address: 6701 Nob Hill Road

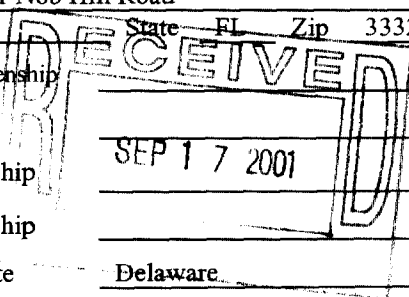
City: Tamarac State FL Zip 33321

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

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)

Additional name(s) & address(es) attached? Yes No



4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See Exhibit A

B. Trademark Registration No.(s)

See Exhibit B

Additional number(s) attached Yes No

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

Name: Schuylla M. Goodson, Esq.

Internal Address: Troutman Sanders LLP

Street Address: 600 Peachtree Street, NE

City: Atlanta State GA Zip: 30308

6. Total number of applications and registrations involved:..... 83

7. Total fee (37 CFR 3.41)..... \$ 2090.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

21-1507

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Schuylla M. Goodson

Name of Person Signing

Schuylla M. Goodson
Signature

9/17/01
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments,
Washington, D.C. 20231

09/21/2001 LIME LER 0000049 76222505
10.00 DP
2090.00 DP

EXHIBIT A
Pending Trademark Applications

1.	76/222595 <i>(pending)</i>	QUINTUPLE ROPE	OroAmerica, Inc.
2.	76/115935 <i>(pending)</i>	ITALOR	OroAmerica, Inc.
3.	76/000978 <i>(published)</i>	X-TREME D/C	OroAmerica, Inc.
4.	76/000979 <i>(published)</i>	X-TREME DIAMOND CUT	OroAmerica, Inc.
5.	76/000980 <i>(published)</i>	EXTREME DIAMOND CUT	OroAmerica, Inc.
6.	75/934614 <i>(pending)</i>	JEWELER COUNTRY	OroAmerica, Inc.
7.	75/934615 <i>(pending)</i>	JEWELERCOUNTRY	OroAmerica, Inc.
8.	75/934618 <i>(pending)</i>	JEWELERCOUNTRY.COM	OroAmerica, Inc.
9.	75/868720 <i>(pending)</i>	JEWELTRUST	OroAmerica, Inc.
10.	75/857639 <i>(pending)</i>	ADOPT A HEART	OroAmerica, Inc.
11.	75/661282 <i>(allowed)</i>	CHAMPAGNE ROPE	OroAmerica, Inc.
12.	75/613597 <i>(allowed)</i>	BEVERLY HILLS PLATINUM	OroAmerica, Inc.
13.	75/527340 <i>(pending)</i>	CLASS OF 2001	OroAmerica, Inc.
14.	75/527341 <i>(allowed)</i>	CLASS OF 2002	OroAmerica, Inc.
15.	75/527342 <i>(allowed)</i>	CLASS OF 2003	OroAmerica, Inc.
16.	75/252793 <i>(published)</i>	NONE (Design Only)	OroAmerica, Inc.
17.	75/252794 <i>(published)</i>	NONE (Design Only)	OroAmerica, Inc.

EXHIBIT B
Registered Trademarks

NO.	APPLN/ REG. NO.	MARK	LISTED OWNER
1.	1,909,540 <i>(registered)</i>	QUINTUPLE ROPE	OroAmerica, Inc.
2.	1,909,539 <i>(registered)</i>	SUPREMEVALUE ROPE	OroAmerica, Inc.
3.	1,924,874 <i>(registered)</i>	NONE (Design only)	OroAmerica, Inc.
4.	1,741,201 <i>(registered)</i>	OR (Words and Design)	OroAmerica, Inc.
5.	1,848,564 <i>(registered)</i>	SILKFLEX	OroAmerica, Inc.
6.	1,730,426 <i>(registered)</i>	BEVERLY HILLS GOLD	OroAmerica, Inc.
7.	1,645,629 <i>(registered)</i>	BEVERLY HILLS GOLD	OroAmerica, Inc.
8.	1,628,233 <i>(registered)</i>	OR (Words and Design)	OroAmerica, Inc.
9.	1,687,780 <i>(registered)</i>	ROSE ROPE	OroAmerica, Inc.
10.	1,611,998 <i>(renewed)</i>	NONE (Design only)	OroAmerica, Inc.
11.	1,563,275 <i>(registered)</i>	SATIN-TOUCH ROPE	OroAmerica, Inc.
12.	1,556,758 <i>(registered)</i>	VELVETROPE	OroAmerica, Inc.
13.	1,544,348 <i>(registered)</i>	SILKHERRINGBONE	OroAmerica, Inc.
14.	1,553,670 <i>(registered)</i>	SILKROPE	OroAmerica, Inc.
15.	1,550,611 <i>(registered)</i>	SUPERROPE	OroAmerica, Inc.
16.	1,528,156 <i>(registered)</i>	BEVERLY HILLS ROPE	OroAmerica, Inc.
17.	1,528,154 <i>(registered)</i>	BEVERLY HILLS GOLD	OroAmerica, Inc.
18.	1,528,155 <i>(registered)</i>	BEVERLY HILLS SILVER	OroAmerica, Inc.

NO.	APPLN/ REG. NO.	MARK	LISTED OWNER
19.	1,473,068 <i>(registered)</i>	OR (Words and Design)	OroAmerica, Inc.
20.	1,403,943 <i>(registered)</i>	OROAMERICA	OroAmerica, Inc.
21.	1,454,143 <i>(registered)</i>	NONE (Design only)	OroAmerica, Inc.
22.	1,266,661 <i>(registered)</i>	THE CHAIN WITH THE HEART	OroAmerica, Inc.
23.	1,227,453 <i>(registered)</i>	OR (Words and Design)	OroAmerica, Inc.
24.	2,447,990 <i>(registered)</i>	SOPRANO	OroAmerica, Inc.
25.	2,438,450 <i>(registered)</i>	PUSH LOCK (Words and Design)	OroAmerica, Inc.
26.	2,420,322 <i>(registered)</i>	DELUXE ROPE	OroAmerica, Inc.
27.	2,385,642 <i>(registered)</i>	MY FIRST GOLD	OroAmerica, Inc.
28.	2,452,007 <i>(registered)</i>	CREATE YOUR OWN MEMORIES	OroAmerica, Inc.
29.	2,408,130 <i>(registered)</i>	BAGUETTE SUPREME	OroAmerica, Inc.
30.	2,443,365 <i>(registered)</i>	IT'S WHAT'S ON THE INSIDE THAT COUNTS	OroAmerica, Inc.
31.	2,401,090 <i>(registered)</i>	BAGUETTE LINK	OroAmerica, Inc.
32.	2,409,402 <i>(registered)</i>	INTERIOR DESIGN	OroAmerica, Inc.
33.	2,318,620 <i>(registered)</i>	ECL	OroAmerica, Inc.
34.	2,425,911 <i>(registered)</i>	12 PRECIOUS ROSES	OroAmerica, Inc.
35.	2,304,968 <i>(registered)</i>	COMBINATIONS	OroAmerica, Inc.
36.	2,376,220 <i>(registered)</i>	BEVERLY HILLS GOLD	OroAmerica, Inc.
37.	2,225,848 <i>(registered)</i>	MIRROR ROPE	OroAmerica, Inc.
38.	2,251,083 <i>(registered)</i>	JP (Stylized Letters)	OroAmerica, Inc.
39.	2,306,678	FUNKY FASHIONS	OroAmerica, Inc.

NO.	APPLN/ REG. NO.	MARK	LISTED OWNER
	<i>(registered)</i>		
40.	2,243,655 <i>(registered)</i>	ARISTOFF	OroAmerica, Inc.
41.	2,223,214 <i>(registered)</i>	TANZANIQUE	OroAmerica, Inc.
42.	2,209,705 <i>(registered)</i>	PERFUMAMERICA	OroAmerica, Inc.
43.	2,265,353 <i>(registered)</i>	VANILLA PASSION	OroAmerica, Inc.
44.	2,156,409 <i>(registered)</i>	BEVERLY HILLS GOLD TIMEPIECES (Words and Design)	OroAmerica, Inc.
45.	2,109,978 <i>(registered)</i>	CIRCLES OF LIFE	OroAmerica, Inc.
46.	2,043,871 <i>(registered)</i>	P/PRCS	OroAmerica, Inc.
47.	2,019,086 <i>(registered)</i>	WONDER GOLD (Words and Design)	OroAmerica, Inc.
48.	2,064,036 <i>(registered)</i>	BEVERLY HILLS GOLD AND SILVER	OroAmerica, Inc.
49.	2,065,843 <i>(registered)</i>	BEVERLY HILLS GOLD	OroAmerica, Inc.
50.	2,116,653 <i>(registered)</i>	WG	OroAmerica, Inc.
51.	1,973,122 <i>(registered)</i>	1BBK	OroAmerica, Inc.
52.	2,058,150 <i>(registered)</i>	MIRACLEGOLD	OroAmerica, Inc.
53.	2,028,007 <i>(registered)</i>	PRECIOUS PRECIOUS	OroAmerica, Inc.
54.	2,084,554 <i>(registered)</i>	WONDERGOLD	OroAmerica, Inc.
55.	1,990,565 <i>(registered)</i>	ANIMAL CREATIONS	OroAmerica, Inc.
56.	2,103,853 <i>(registered)</i>	BEVERLY HILLS KIDS	OroAmerica, Inc.
57.	1,954,777 <i>(registered)</i>	NONE (Design Only)	OroAmerica, Inc.
58.	1,951,183 <i>(registered)</i>	ETERNITY BANGLE	OroAmerica, Inc.
59.	2,116,578 <i>(registered)</i>	BEVERLY HILLS GEM	OroAmerica, Inc.

NO.	APPLN/ REG. NO.	MARK	LISTED OWNER
60.	2,116,579 <i>(registered)</i>	BEVERLY HILLS JEWELS	OroAmerica, Inc.
61.	1,953,830 <i>(registered)</i>	SILVERAMERICA	OroAmerica, Inc.
62.	1,935,314 <i>(registered)</i>	SA (Words and Design)	OroAmerica, Inc.
63.	2,016,097 <i>(registered)</i>	ETERNITY	OroAmerica, Inc.
64.	1,909,539 <i>(registered)</i>	SUPREMEVALUE ROPE	OroAmerica, Inc.
65.	2,204,143 <i>(registered)</i>	THE CLAUDIA HOLLINGSWORTH COLLECTION	OroAmerica, Inc.
66.	1,331,971 <i>(registered)</i>	LASERCHARM	OroAmerica, Inc.

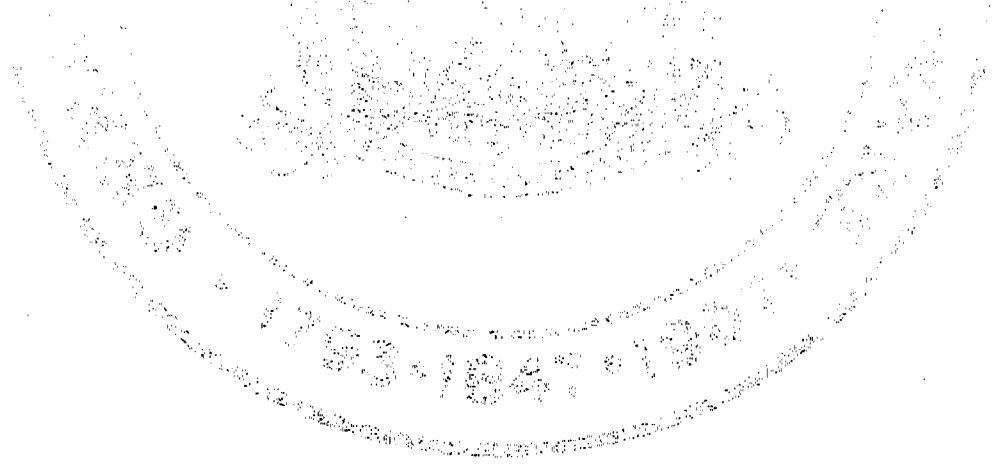
State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"OROAMERICA, INC.", A DELAWARE CORPORATION,
WITH AND INTO "AURAFIN-OROAMERICA LLC" UNDER THE NAME OF "AURAFIN-OROAMERICA LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JUNE, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3372081 B100M

AUTHENTICATION: 1202092

010294584

DATE: 06-21-01

TRADEMARK
REEL: 002365 FRAME: 0767

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/21/2001
010294584 - 2334439

CERTIFICATE OF MERGER

of

OROAMERICA, INC.
(a Delaware corporation)

with and into

AURAFIN-OROAMERICA LLC
(a Delaware limited liability company)

Pursuant to Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company DOES HEREBY CERTIFY:

FIRST: That the name and state of domicile of each of the constituent entities of the merger are as follows:

Name	State of Domicile
OroAmerica, Inc.	Delaware
Aurafin-OroAmerica LLC	Delaware

SECOND: That an Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act.

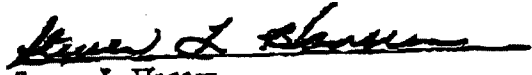
THIRD: That the name of the entity surviving the merger is Aurafin-OroAmerica LLC.

FOURTH: A copy of the executed Agreement and Plan of Merger is on file at the offices of Aurafin-OroAmerica LLC, which are located at 6701 Nob Hill Road, Tamarac, Florida 33321.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by Aurafin-OroAmerica LLC, on request and without cost, to any stockholder or member of either constituent entity.

IN WITNESS WHEREOF, Aurafin-OroAmerica LLC has caused this Certificate of Merger to be executed by the undersigned authorized person this 21st day of June, 2001.

AURAFIN-OROAMERICA LLC


Steven L. Hansen
Authorized Person