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To the Director of the U. S. Patent and Trademark Office

Documents to be recorded (including cover sheet) should be faxed to the new address(es) below:

1. Name of conveying party(ies):

Bernd and Debra Dressler Family Trust

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

Citizenship (see guidelines) US

Additional names of conveying parties attached? Yes No

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

Execution Date(s) January 1, 2006

- Assignment
- Security Agreement
- Other Transfer of Assets
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Messermeister, Inc.

Internal Address: _____

Address: _____

Street Address: 418 Bryant Circle, "A"

City: Ojai

State: CA

Country: US Zip: 93023

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship US
- 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)

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)

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: Robert M. Ashen, Esq.

Internal Address: Law Offices of Robert M. Ashen

Street Address: 1737 Franklin Canyon Drive

City: Beverly Hills

State: CA Zip: 90210

Phone Number: 310-274-8060

Fax Number: 310-858-1922

Email Address: rashen@pacbell.net

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed *(if necessary)*

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50,340

Authorized User Name Robert M. Ashen

9. Signature:

Debra Dressler
Signature

2/20/07
Date

Debra Dressler, President

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

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01 FC:8521
02 FC:8522

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

Attachment to the Recordation From Cover Sheet for:

Receiving Party: Messermeister, Inc.

Application numbers or registration numbers and identification or description of the Trademarks.

B: Registration Nos	C: Description of Trademarks	Date of Registration
2,486,029	Four Seasons	9/4/2001
2,550,665	Meridian	3/19/2002
2,591,303	Messermeister (culinary tools)	7/9/2002
1,425,505	Messermeister (knives)	1/20/1987
2,550,664	Park Plaza	3/19/2002
2,550,666	San Moritz	3/18/2002

**Unanimous Consent of Shareholder and Director
of
Messermeister, Inc.**

Pursuant to the provisions of the California Corporation Code, the undersigned, constituting the sole shareholder and director of Messermeister, Inc., a California Corporation (hereinafter the "Company"), hereby consent to, vote in favor of and adopt the following resolutions without a meeting:

RESOLVED that the following individual is hereby appointed to serve as the sole Director of the Company until the next annual meeting of the Company's shareholders and until their successors shall have been duly elected and qualified:

Debra Dressler

FURTHER RESOLVED, that the following individuals are hereby appointed to serve as Officers of the Company, in the capacities set forth following their names, until the next annual meeting of the Company's Directors and until their successors shall have been duly elected and qualified:

Debra Dressler	President
Kirsten Dressler	Treasurer, Assistant Secretary
Chelsea Dressler	Secretary, Assistant Treasurer

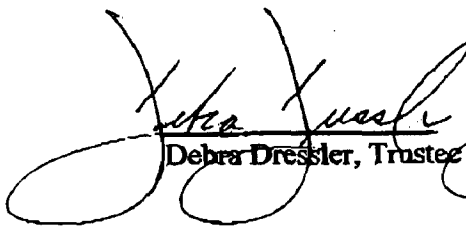
FURTHER RESOLVED that pursuant to section 351 of the Internal Revenue Code, the Company issue an aggregate of 100 shares of its common stock to the Bernd and Debra Dressler Family Trust dated August 3, 1990, Debra Dressler Trustee, in exchange for 100% of the business operations of Dressler American Marketing Company, d/b/a DAMCO, including all assets and liabilities listed on exhibit A attached hereto and incorporated herein by reference as well as all intangible assets, including but not limited to all trademarks, trade names and goodwill of Dressler American Marketing Company, d/b/a DAMCO and d/b/a Messermeister, it being further represented and confirmed by Debra Dressler, as Trustee of the subject trust, that the intangible assets of both Bernd and Debra Dressler, including all right, title and interest in and to the trademarks, trade names and goodwill of DAMCO, including, but not limited to the Messermeister trademark registered by Bernd Dressler January 20, 1987, were transferred to the Trust upon its formation by them.

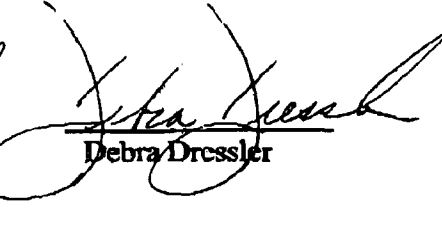
FURTHER RESOLVED that the Company issue a stock certificates representing 100 of its common shares to Debra Dressler, Trustee for the Bernd and Debra Dressler Trust date August 3, 1990.

These actions are deemed effective January 1, 2006 upon execution by the sole shareholder and sole director of the Company.

DATED:	Shareholder	Director
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1/1/06


Debra Dressler, Trustee


Debra Dressler