

9-3-99

FORM PTO-1618A
Expires 08/30/99
OMB 0651-0027

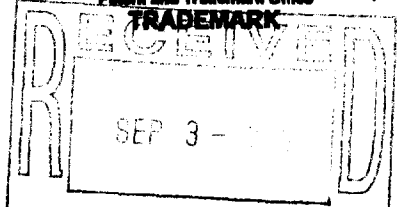
09-09-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
- Other

Effective Date
Month Day Year
12-30-96

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
12-30-96

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

09/09/1999 MTHAI1 00000102 500381 1912150

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 325.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20221 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Rm. Assignments, Washington, D.C. 20221
REEL: 001955 FRAME: 0182

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,912,150"/>	<input type="text" value="1,789,486"/>	<input type="text" value="1,821,422"/>
<input type="text" value="1,241,274"/>	<input type="text" value="1,653,450"/>	<input type="text" value="1,601,002"/>
<input type="text" value="1,794,033"/>	<input type="text" value="1,728,435"/>	<input type="text" value="1,731,179"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

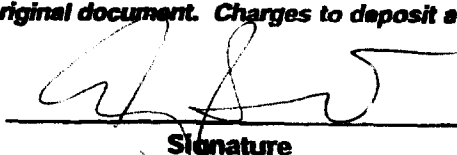
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

ANTHONY S. CANNATELLA
Name of Person Signing


Signature

SEPTEMBER 3, 1993
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

[Empty box for Name]

[Empty box for Execution Date]

Formerly

[Empty box for Formerly]

Individual General Partnership Limited Partnership Corporation Association

Other [Empty box]

Citizenship State of Incorporation/Organization [Empty box]

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

STANLEY VITTADINI

DBA/KA/TA

[Empty box for DBA/KA/TA]

Composed of

[Empty box for Composed of]

Address (line 1)

C/O PAVIA & HARCOURT

Address (line 2)

600 MADISON AVENUE

Address (line 3)

NEW YORK

NEW YORK

10022

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other [Empty box]

Citizenship/State of Incorporation/Organization UNITED STATES

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]

1,731,233	1,736,628	1,877,133
1,867,672	1,868,907	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]
[Empty]	[Empty]	[Empty]

ASSIGNMENT AND ASSUMPTION

ASSIGNMENT AND ASSUMPTION, made and entered effective as of the 30th day of December, 1996, between AGIVI, Inc. (the "Assignor"), a Delaware corporation, and Adrienne Vittadini and Gianluigi Vittadini (collectively "the Assignees").

WHEREAS,

(a) The Assignees are the sole stockholders of the Assignor; and

(b) The Assignor, in complete liquidation of the Assignor pursuant to Section 331 of the Internal Revenue Code of 1986, as amended, desires to distribute to its stockholders, the Assignees, all of the assets and properties of the Assignor, subject to all of the liabilities and obligations of the Assignor.

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Assignment of Assets. As of the effective date and time hereof, the Assignor hereby conveys, transfers, assigns and delivers to the Assignees, its successors and assigns, and the Assignees hereby acquires and accepts, by way of a liquidating distribution from the Assignor, all the right, title and interest of the Assignor in and to all of the Assignor's assets, rights and properties of every kind, character and description, wheresoever situated and whether or not specifically referred to herein (collectively, the "Assets") including, without limiting

the generality of the foregoing, any and all rights to receive the purchase price reflected in that certain Asset Purchase Agreement dated as of January 1, 1996 among Adrienne Vittadini, Inc., Marisa Christina, Incorporated and Adrienne Vittadini Enterprises, Inc., and all other properties, tangible or intangible, real (including improvements thereon), personal or mixed; accounts receivable and notes receivable; bank accounts; cash and securities; works and contracts in progress; contracts, leases, subleases, agreements, arrangements, commitments or understandings, written or oral, express or implied; patents, copyrights, trademarks, trade names, service marks, computer software, trade secrets, designs, brand names and other intellectual property; pending applications for patents, trademarks, service marks and copyrights; permits and licenses; goodwill; and all books and records of the Assignor other than its minute books, stock certificate books and other similar corporate records.

2. Assumption of Liabilities. As of the effective date and time hereof, the Assignees hereby assume and agree to pay, perform and discharge solely out of, and to the extent of, the Assets assigned hereby, all debts, obligations, contracts and other liabilities of the Assignor of every kind, character and description, whether accrued, absolute, known or unknown, contingent or otherwise (collectively, the "Liabilities") including, without limiting the generality of the foregoing, all liabilities and obligations recorded in the books and records of

the Assignor; all liabilities and obligations with respect to Federal, state, local or foreign taxes; actions for damages and other lawsuits; trade payables and notes payable; payroll and payroll taxes; agreements or understandings relating to employee benefits; purchase orders, sales and supply contracts; and all other contracts, leases, subleases, agreements, arrangements, commitments or understandings, written or oral, express or implied, all as the same shall exist as of the effective date and time hereof to the extent assigned to the Assignees hereunder.

3. Further Assurances. (a) As will, at any time and from time to time after the effective date and time hereof, upon request of the Assignees, or otherwise as is necessary, do, execute, acknowledge and deliver, or will cause to be done, executed, acknowledged and delivered, all such further acts, deeds, assignments, transfers, conveyances, powers of attorney and assurances as may be required for the better conveying, transferring, assigning and delivering to the Assignees, or to its successors and assigns, or for aiding and assisting in the collecting and reducing to possession of, any or all of the Assets.

(b) Assignees will, at any time and from time to time after the effective date and time hereof, upon request of the Assignor, or otherwise as is necessary, do, execute, acknowledge and deliver, or will cause to be done, executed, acknowledged and delivered, all such further acts, assumptions and assurances, as may be required for the better assumption by the Assignees of the

Liabilities.

4. Miscellaneous. (a) Neither party shall assign any of its rights or privileges hereunder without the prior written consent of the other.

(b) Any notice, request, instruction or other document to be given hereunder to either of the parties by the other shall be in writing and delivered personally or sent by registered mail, postage prepaid, if to Assignor, addressed to AGIVI, Inc., c/o Adrienne Vittadini Enterprises, Inc., 575 Seventh Avenue, New York, New York 10018 and if to the Assignees, addressed to Adrienne Vittadini or Gianluigi Vittadini, c/o Adrienne Vittadini Enterprises, Inc. 575 Seventh Avenue, New York, New York 10018.

(c) This instrument contains the entire agreement between the parties hereto with respect to the assignment of Assets and assumption of Liabilities and other transactions contemplated herein.

This instrument may be executed in any number of counterparts, each of which shall be an original and all of which shall together constitute one and the same instrument.

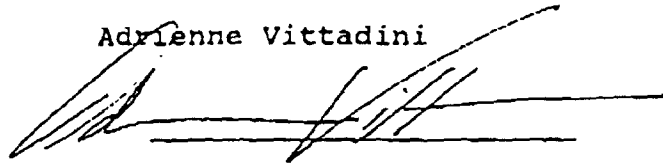
IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption to be duly executed effective as of the date hereof.

AGIVI, INC.

By: 

~~Gianluigi Vittadini~~
~~Vice-Chairman, Treasurer~~

Adrienne Vittadini



Gianluigi Vittadini



UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
AGIVI, INC.

The undersigned, being all of the directors of AGIVI, INC., (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, do hereby consent, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, to the adoption of the following recitals and resolutions and the action contemplated thereby by unanimous written consent:

WHEREAS, this Board of Directors deems it to be in the best interests of the Corporation that the Corporation be liquidated and dissolved (the "Liquidation");

NOW, THEREFORE, it is hereby

RESOLVED, that, subject to the approval of the Liquidation by the stockholders of the Corporation, the Corporation hereby adopts a plan of complete liquidation pursuant to and in accordance with Sections 331, 453(h), and 453B(h) of the Internal Revenue Code of 1986, as amended, in substantially the form of Exhibit A hereto (the "Plan of Liquidation") and the same be, and hereby is, confirmed and approved in all respects;

RESOLVED, that, subject to the approval of the Liquidation by the stockholders of the Corporation, the appropriate officers of the Corporation be and hereby are authorized, empowered and directed to file a Certificate of Dissolution pursuant to Section 275 of the Delaware Business Corporation Law with the Secretary of the State of Delaware, to file all other forms and documents required by the State of Delaware, the Federal government and any other governmental authority, including, without limitation, tax returns, as soon

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as possible after distribution of the corporate assets, to carry out the provisions of the foregoing resolutions, the execution and filing thereof to be conclusive evidence of their approval thereof, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the stockholders of the Corporation under the Plan of Liquidation or any other plan of liquidation adopted by them;

RESOLVED, that, subject to the approval of the Liquidation by the stockholders of the Corporation, in order to implement the Plan of Liquidation (or such other plan of liquidation as the stockholders may adopt), the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and deliver an Assignment and Assumption Agreement between the Corporation and its stockholders and all such other deeds, assignments, conveyances and other documents and instruments as may be necessary or appropriate in order to carry out the Liquidation of the Corporation in accordance with the Plan of Liquidation (or such other plan of liquidation as the stockholders may adopt), together with such additions, deletions and modifications of such Assignment and Assumption Agreement as the officer executing the same shall approve, the execution thereof to be conclusive evidence of such approval;

RESOLVED, that, subject to the approval of the Liquidation by the stockholders of the Corporation, the actions provided for in the Plan of Liquidation (or such other plan of liquidation as the stockholders may adopt) be commenced immediately, and that the distribution of all of the Corporation's assets be completed no later than December 30, 1996;

RESOLVED, that, subject to the approval of the Liquidation by the stockholders of the Corporation, within 30 days after the date of the meeting at which the stockholders of the Corporation adopt the Plan of Liquidation (or such other plan of liquidation as the stockholders may adopt), the officers of the Corporation be, and each of them hereby is authorized, empowered and directed, on behalf of the Corporation, to execute and file Form 966 with the Internal Revenue Service, Holtsville, New York, together with a certified copy of this resolution, the execution and filing thereof to be conclusive evidence of their approval thereof;

RESOLVED, that, notwithstanding the authorization of the Liquidation by the stockholders of the Corporation, this Board of Directors may abandon the Liquidation without further action by the stockholders;

RESOLVED, that the appropriate officers of the Corporation are hereby authorized, empowered and directed to

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present the Liquidation and the Plan of Liquidation for approval by the Corporation's stockholders:

RESOLVED, that any and all acts of any officer of the Corporation and of any person or persons designated and authorized to act by any officer of the Corporation, which acts would have been authorized by the foregoing resolutions are hereby severally ratified, confirmed, approved and adopted in all respects; and

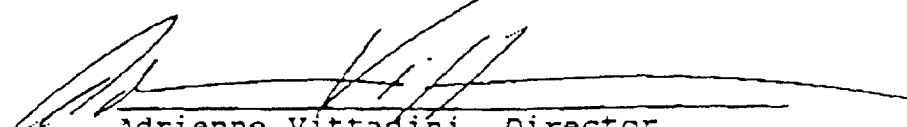
RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to take all such further action and to execute, deliver, certify and file all such further instruments and documents, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to pay all such costs and expenses as such officers shall approve as necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolution and the actions contemplated thereby, the taking of such actions and the execution, delivery, certification and filing of such documents to be conclusive evidence of such approval.

This Consent may be executed in any number of counterparts, each of which shall be an original and all of which together shall constitute one and the same Consent.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of December 30, 1996.



Gianluigi Vittadini, Director



Adrienne Vittadini, Director

UNANIMOUS WRITTEN CONSENT
OF THE
STOCKHOLDERS
OF
AGIVI, INC.

The undersigned, being all of the stockholders of AGIVI, INC., (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, do hereby consent, pursuant to Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the following recitals and resolutions and the action contemplated thereby by unanimous written consent:

WHEREAS, the Board of Directors of the Corporation has recommended that the Corporation be liquidated and dissolved;

NOW, THEREFORE, it is hereby

RESOLVED, that the stockholders of the Corporation hereby adopt a plan of complete liquidation pursuant to and in accordance with Sections 331, 453(h) and 453B(h) of the Internal Revenue Code of 1986, as amended, in substantially the form of Exhibit A hereto (the "Plan of Liquidation") and the same be, and it hereby is, ratified, confirmed and approved in all respects;

RESOLVED, that, the appropriate officers of the Corporation be and hereby are authorized, empowered and directed to file a Certificate of Dissolution pursuant to Section 275 of the Delaware Business Corporation Law with the Secretary of the State of Delaware, and to file all other forms and documents required by the State of Delaware, the Federal government and any other governmental authority, including, without limitation, tax returns, as soon as possible after distribution of the corporate assets, to carry out the provisions of the foregoing resolutions, the execution and delivery thereof to be conclusive evidence of their approval thereof, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation

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in accordance with the expressed intent of the stockholders of the Corporation under the Plan of Liquidation or any other plan of liquidation adopted by them;

RESOLVED, that in order to implement the Plan of Liquidation, the appropriate officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and deliver an Assignment and Assumption Agreement between the Corporation and its stockholders and all such other deeds, assignments, conveyances and other documents and instruments as may be necessary or appropriate in order to carry out the liquidation of the Corporation in accordance with the Plan of Liquidation, together with such additions, deletions and modifications of such Assignment and Assumption Agreement as the officer executing the same shall approve, the execution thereof to be conclusive evidence of such approval;

RESOLVED, that, the actions provided for in the Plan of Liquidation be commenced immediately, and that the distribution of all of the Corporation's assets be completed no later than December 30, 1996;

RESOLVED, that within 30 days after the date hereof, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation to execute and file Form 966 with the Internal Revenue Service, Holtsville, New York, together with a certified copy of this resolution, the execution and filing thereof to be conclusive evidence of their approval thereof;

RESOLVED, that any and all acts of any officer of the Corporation and of any person or persons designated and authorized to act by any officer of the Corporation, which acts would have been authorized by the foregoing resolutions are hereby severally ratified, confirmed, approved and adopted in all respects; and

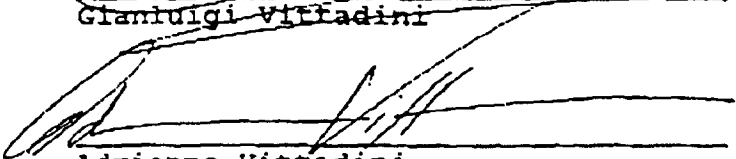
RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to take all such further action and to execute, deliver, certify and file all such further instruments and documents, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to pay all such costs and expenses as such officers shall approve as necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolution and the actions contemplated thereby, the taking of such actions and the execution, delivery, certification and filing of such documents to be conclusive evidence of such approval.

This Consent may be executed in any number of counter-
parts, each of which shall be an original and all of which together
shall constitute one and the same Consent.

IN WITNESS WHEREOF, the undersigned have executed this
Consent as of December 30, 1996.



Gianluigi Vittadini



Adrienne Vittadini

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EXHIBIT APLAN OF LIQUIDATION
OF
AGIVI, INC.

Under Section 331, 453(h) and 453B(h) of the Internal Revenue Code

1. AGIVI, INC. (the "Corporation") is a Delaware corporation.

2. The Corporation has issued and outstanding 692.63 shares of common stock, par value \$.01 (the "Common Stock").

3. This Plan will be effective as of December 17, 1996 (the "Effective Date"). From and after such date, the Corporation will not engage in any business activities except to the extent necessary for the winding up of its affairs.

4. The Corporation shall, in complete liquidation and in cancellation of the outstanding shares of Common Stock, distribute to the holders of all the shares of the Common Stock, as soon as practicable, but in no event later than December 30, 1996, all of the assets and properties of the Corporation, subject to all of the liabilities and obligations of the Corporation.

5. Thereafter, as soon as practicable, but no later than December 30, 1996, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the stockholders in redemption and cancellation of all the outstanding capital stock of the Corporation, using their discretion as to how the assets and

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liabilities will be apportioned among the stockholders; provided,
however, that in no event shall such officers distribute to any
stockholder net assets of a lesser value than is due him on a pro
rata basis.

CERTIFICATE OF DISSOLUTION

OF

AGIVI, INC.

AGIVI, INC. (the "Corporation"), a Delaware corporation, pursuant to Section 275 of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Corporation is AGIVI, Inc.

SECOND: The dissolution of the Corporation has been duly authorized by the Board of Directors and stockholders of the Corporation in accordance with subsections (a) and (b) of Section 275 of the General Corporation Law (the "GCL") of the State of Delaware. In lieu of a meeting and vote of the stockholders, the stockholders have given their written consent to the dissolution in accordance with section 228 of the GCL. In lieu of a meeting and vote of the directors, the directors have given their written consent to the dissolution in accordance with section 141 of the GCL.

THIRD: The dissolution of the Corporation was authorized as of December 30, 1996.

FOURTH: The name and address of each of the directors and officers of the Corporation are:

Directors

Name

Address

Adrienne Vittadini

c/o Adrienne Vittadini
Enterprises, Inc.
575 Seventh Avenue
New York, NY 10018

Gianluigi Vittadini

c/o Adrienne Vittadini
Enterprises, Inc
575 Seventh Avenue
New York, NY 10018

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Adrienne Vittadini	Chairman of the Board	c/o Adrienne Vittadini Enterprises, Inc. 575 Seventh Avenue New York, NY 10018
Gianluigi Vittadini	Vice Chairman & Treasurer	c/o Adrienne Vittadini Enterprises, Inc. 575 Seventh Avenue New York, NY 10018
Ronald Ventrucelli	Vice President Finance, Chief Financial Officer and Secretary	c/o Adrienne Vittadini Enterprises, Inc. 575 Seventh Avenue New York, NY 10018
Frederick I. Levy	Assistant Secretary	c/o Adrienne Vittadini Enterprises, Inc. 575 Seventh Avenue New York, NY 10018

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Corporation, has caused this Certificate of Dissolution to be executed this 30th day of December 1996.

AGIVE, INC.

BY: Gianluigi Vittadini
Vice Chairman of the Board

Attested By:

Ronald Ventrucelli
Ronald Ventrucelli
Secretary

**SCHEDULE A
SECURITY AGREEMENT AND COLLATERAL LICENSE ASSIGNMENT
REGISTRATION**

- (1) 1,912,150 (Application Serial No. 74/507,701)
- (2) 1,789,486
- (3) 1,821,422
- (4) 1,241,274
- (5) 1,653,450
- (6) 1,601,002
- (7) 1,794,033
- (8) 1,728,435
- (9) 1,731,179
- (10) 1,731,233
- (11) 1,736,628
- (12) 1,877,133
- (13) 1,867,672
- (14) 1,868,907