

02-25-2000

FORM PTO-1595

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Universal Magnifier LLC FEB - 7 2000

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State
 Other California Limited Liability Company

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

2. Name and address of receiving party(ies):
 Name: LENSCARD US LLC
 Internal Address: c/o Alan Finkelstein
 Street Address: 83 Green Street
 City: New York State: NY ZIP: 10012
 Individual(s) citizenship _____
 Association _____
 DELAWARE Limited Liability Company
 Corporation - State _____
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 01/08/1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75/461,214
 Additional numbers attached? Yes No

B. Trademark No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: George W Hoover
 Internal Address:
BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP
 Street Address: 12400 Wilshire Boulevard
Seventh Floor
 City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00 *E*
 Enclosed
 Authorized to be charged to deposit account
 Previously Enclosed; Document I.D. No. 101183651

8. Deposit account number:
02-2666
 (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.

George W Hoover
Name of Person Signing

George W Hoover
Signature

January 31, 2000
Date

Total number of pages including cover sheet: 3

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to : U.S. Patent and Trademark Office, Assignment Division, Box Assignments, CG-4, 1213 Jefferson Davis Hwy, Suite 320, Washington, D.C. 20231 on: January 31, 2000

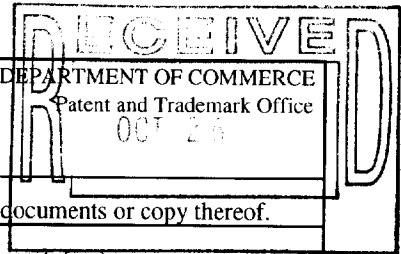
D.L. Mendrygal
D.L. Mendrygal

January 31, 2000
Date

Attny Dkt No. 003431.T001

10-27-1999

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



MRD 10/25/99 TR



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George W Hoover
 Name of Person Signing

Signature

October 21, 1999
 Date

10/26/1999 MTHA11 00000236 75461214

Total number of pages including cover sheet: 3
 Attny Dkt No. 003431.T001

01 FC:481

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Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"UNIVERSAL MAGNIFIER LLC", A CALIFORNIA LIMITED LIABILITY COMPANY,

WITH AND INTO "LENSCARD US LLC" UNDER THE NAME OF "LENSCARD US 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-SIXTH DAY OF FEBRUARY, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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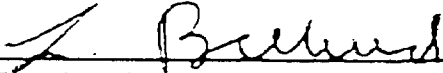
AUTHENTICATION: 9601935
DATE: 03-01-99

Certificate of Merger
of
Universal Magnifier LLC
Into
LensCard US LLC


The undersigned Dr. Luc Berthoud and Alan Finkelstein certify that they are all of the managers of LensCard US LLC and that:

1. Parties. Universal Magnifier LLC a California Limited Liability Company ("UMUS") is merging with and into LensCard US LLC, a Delaware Limited Liability Company.
2. Agreement of Merger. An Agreement of Merger has been duly approved and executed by each of the merging companies. The Agreement of Merger is on file at LensCard US LLC % Alan Finkelstein, 83 Green Street, New York, NY 10012. A copy of the Agreement of Merger will be furnished by LensCard US LLC on request and without cost to any member of either of the merging companies.
3. Survivor. LensCard US LLC is the surviving limited liability company and shall continue under its existing name.
4. Effective Time. The merger is effective at the time of filing of this certificate in the office of the Secretary of State of the State of Delaware.

Dated: January 8, 1999



Dr. Luc Berthoud, Manager



Alan Finkelstein, Manager

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