

02-24-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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/AKA/TA

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

FOR OFFICE USE ONLY

02/23/2000 DNGUYEN 00000266 75415298

01 FO:481 40.00 OP
02 FO:482 325.00 OP

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. 20231 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, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002030 FRAME: 0934

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)

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.

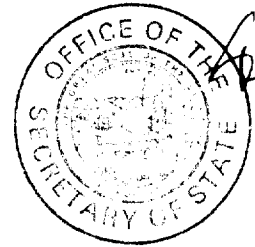
Howard B. Barnaby

January 18, 2000

Name of Person Signing

Signature

Date Signed



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State

D801671

AGREEMENT AND PLAN OF MERGER
OF

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

LOLA, INC. (A California Corporation)
into
EUROPE CRAFT IMPORTS, INC. (A New Jersey Corporation)

AUG 10 1999

BILL JONES, Secretary of State

PLAN OF MERGER approved on June 28, 1999 by Lola, Inc. ("Lola"), a business corporation organized under the laws of the State of California, and by its Board of Directors on said date, and approved on July 29, 1999 by Europe Craft Imports, Inc. ("ECI"), a business corporation organized under the laws of the State of New Jersey, and by its Board of Directors on said date.

1. Lola shall, pursuant to the provisions of the laws of the State of California and the provisions of the New Jersey Business Corporation Act, be merged with and into ECI, which shall be the surviving corporation upon the effective date of the merger. ECI, which is sometimes hereinafter referred to as the "Surviving Corporation" shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of Lola, which is sometimes referred to hereafter as the "Terminating Corporation", shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The certificate of incorporation of the Surviving Corporation upon the effective date of the merger shall be the certificate of incorporation of said Surviving Corporation, and said certificate of incorporation shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

3. The by-laws of the Surviving Corporation upon the effective date of the merger will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be converted into 650 shares of Aris Industries, Inc., the parent of ECI, and the right to receive \$10,000 in cash. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The merger of the Terminating Corporation with and into the Surviving Corporation has been authorized in the manner prescribed by the laws of the jurisdiction of organization of the Terminating Corporation, and the Plan of Merger herein made and approved

has been submitted to and approved by the shareholders of the Surviving Corporation in the manner prescribed by the New Jersey Business Corporation Act.

7. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Terminating Corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for in the State of New Jersey shall be the date the Certificate of Merger is filed with the Department of Treasury of the State of New Jersey.

EUROPE CRAFT IMPORTS, INC.

By: David Fildon
David Fildon, President and Asst. Secretary
LOLA, INC.

By: Gregg Fiene
Gregg Fiene, Assistant Secretary and
Chief Executive Officer

EUROPE CRAFT IMPORTS, INC.

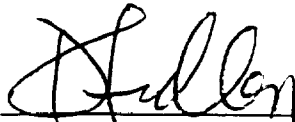
(New Jersey Corporation)

OFFICERS' CERTIFICATE

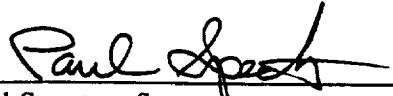
David Fidlon and Paul Spector certify that:

1. They are the President and the Secretary, respectively, of Europe Craft Imports, Inc., a corporation organized under the laws of the State of New Jersey ("ECI").
2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger (the "Merger Agreement") by which Lola, Inc., a California corporation is to merge with and into ECI.
3. The corporation has authorized one class of stock, designated as "Common Stock".
4. There were 100 shares of Common Stock outstanding as of the record date (the "Record Date") and entitled to vote at the shareholders' Meeting at which the Merger Agreement was approved.
5. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares which equaled or exceeded the vote required.
6. The percentage vote required was more than 50% of the votes entitled to be cast by holders of Common Stock outstanding as of the Record Date.
7. David Fidlon and Paul Spector further declare under penalty of perjury that each has read the foregoing certificate and knows the contents thereof and that the same is true of his/her own knowledge.

Executed in New York, NY on August 3, 1999.



David Fidlon, President



Paul Spector, Secretary

LOLA, INC.

(California Corporation)

OFFICERS' CERTIFICATE

Gregg Fiene and Michele Bohbot certify that:

1. They are the President and the Secretary, respectively, of Lola ("Lola"), a corporation organized under the laws of the State of California.
2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger (the "Merger Agreement") by which Lola is to merge with and into Europe Craft Imports, Inc., a New Jersey corporation.
3. Lola has authorized one class of stock, designated as "Common Stock".
4. There were 10,000 shares of Common Stock outstanding as of the record date (the "Record Date") and entitled to vote at the shareholders' Meeting at which the Merger Agreement was approved.
5. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares which equaled or exceeded the vote required.
6. The percentage vote required was more than 50% of the votes entitled to be cast by holders of Common Stock outstanding as of the Record Date.
7. Gregg Fiene and Michele Bohbot further declare under penalty of perjury under the laws of the State of California that each has read the foregoing certificate and knows the contents thereof and that the same is true of his/her own knowledge.

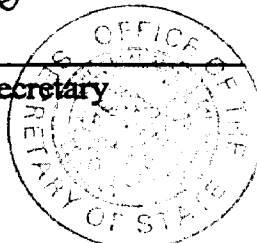
Executed in Los Angeles, CA on August 3, 1999.



Gregg Fiene, President



Michele Bohbot, Secretary



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