

04-04-2000

FORM PTO-1594 (Substitute)

RECORDED

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

101304240

all documents or copy thereof.

1. Name of conveying party(ies):

ITEMS INTERNATIONAL, INC. ORR/FINANCE

- ☐ Individual ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-Pennsylvania
☐ Other: 2-15-00

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

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: July 1, 1999

2. Name and address of receiving party(ies):

Name: AIRWALK INTERNATIONAL, LLC

Address: 1012 East Boal Avenue

City: Boalsburg State: PA Zip: 16827

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☒ Other Limited Liability Company - Delaware

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 patent number(s)

A. Trademark Application No(s).

75388,389

B. Trademark Registration No(s).

Additional numbers attached? ☐ Yes ☒ No

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

Name: Maria N. Rullo

REED SMITH SHAW & McCLAY LLP

04/18/2000 JSHABAZZ 00000210 180582 75388389

01 FC:481 40.00 CH

Address: P.O. Box 488

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6)): \$ 40.00

- ☐ Enclosed
☒ Authorized to be charged to deposit account
☒ Charge any deficiency to deposit account

8. Deposit account number:

18-0582

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

Adjustment date: 04/18/2000 JSHABAZZ
 04/04/2000 TTON11 00000023 180582 74388389
 01 FC:481 40.00 CR
 City: Pittsburgh State: PA Zip: 15230

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 and copy of the original document.

Maria N. Rullo

Name of Person Signing

Signature

February 11, 2000

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

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State of Delaware
Office of the Secretary of State

PAGE 1

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:

"ITEMS INTERNATIONAL, INC.", A PENNSYLVANIA CORPORATION,
WITH AND INTO "AIRWALK INTERNATIONAL, LLC" UNDER THE NAME OF
"AIRWALK INTERNATIONAL, LLC", A LIMITED LIABILITY COMPANY
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D.
1999, AT 2:45 O'CLOCK P.M.





Edward J. Freel, Secretary of State

AUTHENTICATION:

3055374 8100M

DATE: 9843394

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF MERGER
OF
ITEMS INTERNATIONAL, INC.
INTO
AIRWALK INTERNATIONAL, LLC

Pursuant to Section 1926 of the Business Corporation Law of the Commonwealth of
Pennsylvania and Section 18-209 of the Limited Liability Company Act
of the State of Delaware

AIRWALK International, LLC, a Delaware limited liability company (the "LLC"), hereby certifies to the following facts relating to the merger of Items International, Inc., a Pennsylvania corporation (the "Corporation"), with and into the LLC (the "Merger"):

FIRST: The name and jurisdiction of formation or organization and domicile of each of the constituent entities is:

<u>Name</u>	<u>State</u>
Items International, Inc.	Pennsylvania
AIRWALK International, LLC	Delaware

SECOND: The LLC and the Corporation have entered into an Agreement and Plan of Merger, dated as of July 1, 1999 (the "Merger Agreement"), providing for the merger of the Corporation with and into the LLC pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA") and Section 1929 of the Business Corporation Law of the Commonwealth of Pennsylvania (the "PBCL"). The Merger Agreement has been approved.

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adopted, certified, executed and acknowledged in accordance with Sections 18-204 and 18-209 of the DLLCA in the case of the LLC and Section 1924 of the PBCL in the case of the Corporation.

THIRD: The LLC shall be the surviving entity of the merger and the Certificate of Formation of the LLC shall be the Certificate of Formation of the surviving entity.

FOURTH: The Merger Agreement is on file at the offices of the LLC at 1012 East Boal Avenue, Boalsburg, Pennsylvania 16827. A copy of the Merger Agreement will be furnished by the LLC, on request and without cost, to any member of the LLC or to any stockholder of the Corporation.

IN WITNESS WHEREOF, the LLC has caused this Certificate of Merger to be signed by its duly authorized officer in its name as of this 1 day of July, 1999.

AIRWALK INTERNATIONAL, LLC

By: **AIRWALK Holding Company, LLC,**
its Sole Member

By: **Sunrise Capital Partners, L.P.,**
its Sole Member

By: **Sunrise Advisors LLC,**
its General Partner

By: 
Name: David A. Preiser
Title: Managing Member

JUL 1, 1999 2:10PM

REED, SMITH, SHAW, McCLAY Hbg. Pa.

NO. 6210 P. 2/2

Microfilm Number _____

Filed with the Department of State on _____

Entity Number _____

Secretary of the Commonwealth

**ARTICLES OF MERGER
DOMESTIC BUSINESS CORPORATION INTO
FOREIGN LIMITED LIABILITY COMPANY**

In compliance with the requirements of 15 Pa. C.S. §1925 (relating to articles of merger or consolidation of a business corporation), the undersigned corporation and association, Items International, Inc., a Pennsylvania business corporation, and AIRWALK International, LLC, a Delaware limited liability company, respectively, desiring to effect a merger, hereby state that:

1. The name of the entity surviving the merger is: AIRWALK International, LLC (a Delaware limited liability company)
2. The surviving entity is a qualified foreign limited liability company formed under the laws of the State of Delaware and the address of its current registered office in this Commonwealth is 1012 East Boal Avenue, Boalsburg, Pennsylvania 16827 (Centre County).
3. There are no parties to the merger, domestic or foreign, except the surviving entity and Items International, Inc., a Pennsylvania business corporation. The registered office of Items International, Inc. is 1221 Walton Avenue, Altoona, Pennsylvania 16601 (Blair County).
4. The plan of merger shall be effective upon the later of (i) the filing of these Articles of Merger with the Pennsylvania Department of State, or (ii) the filing of an appropriate Certificate of Merger with the Delaware Secretary of State.
5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporationManner of adoption

Items International, Inc.

Adopted by the Board of Directors and the shareholders pursuant to 15 Pa. C.S. § 1924(a).

6. The plan of merger was authorized, adopted or approved, as the case may be, by AIRWALK International, LLC, the foreign limited liability company which is party to the plan, in accordance with the laws of the jurisdiction in which it is formed.
7. Pursuant to 15 Pa. C.S. § 1901 (relating to omission of certain provisions from filed plans), there are no provisions of the plan of merger which amend or constitute the

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PA Dept. of State

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ITEMS INTERNATIONAL

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articles of the surviving entity as in effect subsequent to the effective date of the plan. The full text of the plan of merger is on file at the principal place of business of the surviving entity, the address of which is:

1012 East Real Avenue Boalsburg Pennsylvania 16827 Centre County
Number and Street City State Zip County

IN TESTIMONY WHEREOF, the undersigned corporation and limited liability company have caused these Articles of Merger to be signed by a duly authorized officer thereof this 29 day of June, 1999.

ITEMS INTERNATIONAL, INC.

By: George E. Yohn
Title: Chief Executive Officer

AIRWALK INTERNATIONAL, LLC

By: AIRWALK Holding Company LLC, its
Managing MemberBy: Sunrise Capital Partners, L.P., its Managing
Member

By: Sunrise Advisors LLC, its General Partner

By: David A. Praiser
Title: Managing Member