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Form PTO-1595
May 22, 2000

06-13-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECOI



Attorney Docket No.: 3125-0

101379883

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Aggregate Sales, Inc.

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation - New York
 Other _____

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

Name: **Cool Wear, Inc.**
Street Address: **31-00 47th Avenue**
City: **Long Island City**
Country/State/Zip: **New York 11101**

Individual - Citizenship: _____
 Association
 General Partnership
 Limited Partnership
 Corporation- Country/state New York
 Other _____

Additional names and addresses attached? yes no

3. Nature of Conveyance
 Assignment
 Merger
 Security Agreement (Release of Security Interest)
 Change of Name
 Other _____

Execution Date: December 4, 1998

4. Application number(s) or Trademark number(s):

A. Trademark Application No.(s):
1. 75/341,431 2. 75/544,284 3. 75/554,809
4. 75/644,390 5. 75/849,606

B. Trademark Registration No.(s):
1. 1,952,365

Additional numbers attached? Yes No

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

Name: Lance J. Lieberman, Esq.
Internal Address: Cohen, Pontani, Lieberman & Pavane
Street Address: 551 Fifth Avenue, Suite 1210
City: New York State: NY ZIP: 10176

6. Total number of applications and trademarks involved:
[6]

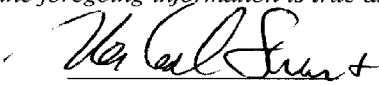
7. Total fee (37 C.F.R. 3.41) **\$165.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 03-2412
(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.

Michael C. Stuart, Esq.  May 22, 2000
Name of Person Signing Signature Date
Reg. No. 35,698

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JAN 31

OPR/FIN

02-29-2000



101278686

Attorney Docket No.: 3125-0

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 Corporation - New York
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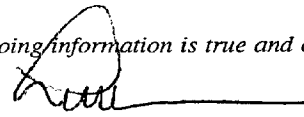
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Lance J. Lieberman, Esq.  January 24, 2000
 Name of Person Signing Signature Date
 Reg. No. 28,437

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1 FC:481 40.00 OP
2 FC:482 125.00 OP

TRADEMARK
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1-37

CERTIFICATE OF MERGER

OF

COOL WEAR, INC.

INTO

AGGREGATE SALES INC.

Under Section 904 of the Business Corporation Law of the State of New York

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 18 1998

TAX \$

BY: [Signature]

Parker Duryee Rosoff & Haft
529 Fifth Avenue - 8th Floor
New York, New York 10017

BILLED

98121800 0053

SENT BY: PARKER DURYEE ROSOFF :12-15-88 : 1:53PM : PARKER DURYEE ROSOFF-

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UNI-37

CERTIFICATE OF MERGER.

OF

COOL WEAR, INC.

INTO

AGGREGATE SALES INC.

Under Section 904 of the New York Business Corporation Law

The undersigned corporations respectively set forth as follows:

FIRST: The name of each constituent corporation is as follows:

Cool Wear, Inc.
Aggregate Sales Inc.

SECOND: The name of the surviving corporation is Aggregate Sales Inc. (the "Surviving Corporation"), a New York corporation.

THIRD: The designation, number and voting rights of the outstanding shares of each class and series of the constituent corporations are as follows:

Cool Wear, Inc.

Class	Series	Number
Common	None	200

Aggregate Sales Inc.

Class	Series	Number
Common	None	190

FOURTH: The date when the Certificate of Incorporation of Aggregate Sales Inc. was filed by the Department of State is February 28, 1985. The date when the Certificate of Incorporation of Cool Wear, Inc. was filed by the Department of State is June 25, 1985.

12 15-90 13:52

RECEIVED FROM: 212 972-9487

P. 64

FIFTH: This merger was authorized by the unanimous written consent of the holders of all of the outstanding shares entitled to vote thereon on behalf of each of the constituent New York corporations.

SIXTH: The corporation hereby amends its Certificate of Incorporation as follows:

Paragraph 1 of the Certificate of Incorporation relating to the corporate title of the corporation, is hereby amended to read as follows:

"1. The name of the corporation is Coolwear, Inc."

SEVENTH: The amendment effected herein was authorized by the consent in writing, setting forth the action so taken, signed by the holders of at least a majority of the outstanding shares entitled to vote thereon with written consent of the shareholders of the Company pursuant to Sections 615 and 803 of the Business Corporation Law of New York. Said authorization being subsequent to the affirmative vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, affirm the truth of the statements contained herein under the penalty of perjury as of the 4th day of December, 1998.

AGGREGATE SALES INC.

By: /s/ Stuart Gelb
Stuart Gelb, President

By: /s/Oded Nachmani
Oded Nachmani, Secretary

COOL WEAR, INC.

By: /s/Stuart Gelb
Stuart Gelb, President

By: /s/Oded Nachmani
Oded Nachmani, Secretary

2

**State of New York }
Department of State }^{ss:}**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUL 30 1999



Special Deputy Secretary of State

DOS-1266 (5/96)

**State of New York }
Department of State } ss:**

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COPY

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JUL 30 1999



Special Deputy Secretary of State

DOS-1266 (5/96)

COPY

COPY

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COOL WEAR, INC.

INTO

AGGREGATE SALES INC.

Under Section 904 of the Business Corporation Law of the State of New York

COOL

ice
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 18 1998

TAX \$

BY: [Signature]

Parker Duryee Roboff & Haft
529 Fifth Avenue - 8th Floor
New York, New York 10017

COPY

BILLED

3

981218000053

SENT BY: PARKER DURYEE ROSOFF :12-15-88 : 1:53PM :PARKER DURYEE ROSOFF-

014949824: 4/5

COPY

CERTIFICATE OF MERGER.

OF

COOL WEAR, INC.

INTO

AGGREGATE SALES INC.

F 981218000033

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Under Section 904 of the New York Business Corporation Law

The undersigned corporations respectively set forth as follows:

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Aggregate Sales Inc.

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By: /s/Oded Nachmani
Oded Nachmani, Secretary

COOL WEAR, INC.

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Stuart Gelb, President

By: /s/Oded Nachmani
Oded Nachmani, Secretary

COPY

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