

12-20-2000



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U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**



RE

06-02-2000

R SHEET

U.S. Patent & TMOc/TM Mail Rcpt Dt. #30

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

**Submission Type** 6-2-00

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  
5 31 00

Change of Name

Other \_\_\_\_\_

**Conveying Party**  Mark if additional names of conveying parties attached

Name J.W. ENVISIONS, inc. Execution Date  
Month Day Year  
5 31 00

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 Native Eyewear, inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 2381 Plimont Ave.

Address (line 2) Suite 110

Address (line 3) Huntingdon Valley Pennsylvania 19006  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization \_\_\_\_\_

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.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:  
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**TRADEMARK**  
REEL: 002197 FRAME: 0126

**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" value="75"/>	<input type="text" value="802,815"/>	<input type="text"/>	<input type="text"/>
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**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:

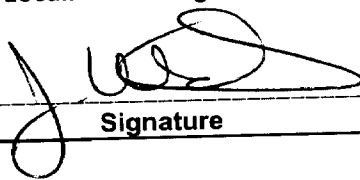
Yes

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.

Name of Person Signing



Signature

Date Signed

Entity Number \_\_\_\_\_

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Native Eyewear, Inc.

2. (Check and complete one of the following):

X The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 2381 Philmont Avenue, Suite 110 Huntingdon Valley Pennsylvania 19006 Montgomery
Number and Street City State Zip County

(b) c/o: Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) c/o: Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Table with 3 columns: Name of Corporation, Address of Registered Office or Name of Commercial Registered Office Provider, County. Row 1: J.W. Envisions, Inc., 322 Park Avenue, Scotch Plains, NJ 07076 (a non-qualified New Jersey corporation)

4. (Check, and if appropriate complete, one of the following):

     The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

  X   The plan of merger shall be effective on: November 12, 1999 at 5:00 P.M.  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
<u>Nativo Eyewear, Inc.</u>	<u>Adopted by action of the shareholders pursuant to 15 Pa.C.S. §1905</u>
<u>J.W. Envisions, Inc.</u>	<u>Adopted by action of the shareholders pursuant to N.J.S.A. §14A:10-3</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

  X   The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

     Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 12th day of November, 1999.

NATIVE EYEWEAR, INC.

BY: [Signature]  
Jason Wildman, President

J.W. ENVISIONS, INC.

BY: [Signature]  
Jason Wildman, President

PLAN OF MERGER

PLAN OF MERGER approved on November 5, 1999 by J.W. Envisions, Inc., which is a business corporation organized under the laws of the State of New Jersey, and by resolution adopted by its Board of Directors on said date, and approved on November 5, 1999 by Native Eyewear, Inc., which is a business corporation organized under the laws of the Commonwealth of Pennsylvania, and which is subject to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date.

1. J.W. Envisions, Inc. and Native Eyewear, Inc. shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, be merged with and into a single corporation, to with, Native Eyewear, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of J.W. Envisions, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall continue to be the members of the Board of Directors and the 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 bylaws of the surviving corporation.

5. As of the effective date of this Plan of Merger, Jason Wildman shall received 675,000 shares of Series A Common Stock of the surviving corporation in exchange for his 288 shares of Common Stock of the terminating corporation. Randy Ostrow shall receive 19,286 shares of Series B Common Stock of the surviving corporation in exchange for his 12 shares of Common Stock of the terminating corporation. The issued shares of the surviving corporation shall not be

converted or exchanged 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 terminating company shall assign, transfer and convey to the surviving company all of its rights, title and interest in, to and under all trademarks, patents, copyrights, licenses and other intellectual property rights, including any and all photographs, drawings and the like therefor, registrations, applications, amendments, claims and causes of action related thereto.

7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

8. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the New Jersey Business Corporation Act and in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, 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 New Jersey and of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. Any officer of the terminating corporation and any officer of the surviving corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and 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, and 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 the merger herein provided for.

10. The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and the New Jersey Business Corporation Act shall respectively govern the same, be November 12, 1999.