

5/24/01



101736813

Attorney Docket No.: 3125-2

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

<p>1. Name of conveying party(ies): Aggregate Sales, Inc.</p> <p><input type="checkbox"/> Individuals(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State New York <input type="checkbox"/> Other ___</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Cool Wear, Inc.</p> <p>Internal Address:</p> <p>Street Address: 3100 47th Avenue</p> <p>City: Long Island City</p> <p>Country/State/Zip: New York 11101</p> <p><input type="checkbox"/> Individual Citizenship ___ <input type="checkbox"/> Association ___ <input type="checkbox"/> General Partnership ___ <input type="checkbox"/> Limited Partnership ___ <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other ___</p> <p>Additional names and addresses attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>
<p>3. Nature of Conveyance</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other ___</p> <p>Execution Date: December 4, 1998</p>	

<p>4. Application number(s) or Trademark number(s):</p> <table border="0"> <tr> <td data-bbox="194 1029 805 1123">A. Trademark Application No.(s) 75/554,809</td> <td data-bbox="812 1029 1521 1123">B. Trademark Registration No.(s): 1,553,793;1,952,365; 2,315,265; 2,414,482; 2,381,639</td> </tr> <tr> <td colspan="2" data-bbox="568 1123 1055 1155">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</td> </tr> </table>		A. Trademark Application No.(s) 75/554,809	B. Trademark Registration No.(s): 1,553,793;1,952,365; 2,315,265; 2,414,482; 2,381,639	Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
A. Trademark Application No.(s) 75/554,809	B. Trademark Registration No.(s): 1,553,793;1,952,365; 2,315,265; 2,414,482; 2,381,639				
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Lance J. Lieberman, Esq.</u></p> <p>Internal Address: <u>Cohen, Pontani, Lieberman & Pavane</u></p> <p>Street Address: <u>551 Fifth Avenue, Suite 1210</u></p> <p>City: <u>New York</u> State: <u>NY</u> ZIP: <u>10176</u></p>	<p>6. Total number of applications and trademarks involved: [6]</p> <p>7. Total fee (37 C.F.R. 3.41).....\$ <u>165.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>03-2412</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

<u>Lance J. Lieberman, Esq.</u> Name of Person Signing Reg. No. 28,437		<u>May 11, 2001</u> Date
Total number of pages including cover sheet, attachments and document [5]		

do not detach this portion

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

Assistant Commissioner for Patents
Box Assignments
Washington, D.C. 20231

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



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

OS-1266 (5/96)

F 98121800 0053

11-37

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

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BILLED

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F 981218000053

U.N.I.-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.		
<u>Class</u>	<u>Series</u>	<u>Number</u>
Common	None	200
a		
Aggregate Sales Inc.		
<u>Class</u>	<u>Series</u>	<u>Number</u>
Common	None	190

FOURTH: The date when the Certificate of Incorporation of Aggregate Sales Inc. was filed by the Department of State is February 29, 1985. The date when the Certificate of Incorporation of Cool Wear, Inc. was filed by the Department of State is June 25, 1985.

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 ~~via~~ 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