



To the Honorable Commissioner of Pa tached original documents or copy hereof.

1. Name of conveying party(ies): **101783416**
1-501
Movado Corporation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached Yes No

Name and address of receiving party(ies):
Name: Movado LLC JUL 5
Address: 501 Silverside Rd.
Wilmington, Delaware 19809
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Delaware Limited Liability company
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) & addresses attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Conversion from a Corporation to a Limited Liability company
Execution Date: February 1, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/142,221 and 150 others
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: Patrick Boisson
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017
07/19/2001 6TON11 00000162 76142221
Q1 FC:481 40.00 OP
Q2 FC:482 3750.00 OP

6. Total number of applications and registration involved:.....151
7. Total fee (37 CFR 3.41) \$ 3,790.00
 Enclosed
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)
8. Deposit account number:
23-0825-0576900
(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.
Patrick Boisson [Signature] 7/5/01
Name of Person Signing Signature Date
Total number of pages comprising cover sheet: _____

Trademark Records by Country

Fross Zelnick Lehman & Zissu, P.C.

Country	Trademark	Display Classes	App. No	App. Date	Reg. No	Reg. Date	Status	Renewal Due
United States of Ameri	AERO	14	76142221	06 Oct 2000			Pending	
United States of Ameri	ALLITA	14	75/743,190	06 Jul 1999			Pending	
United States of Ameri	ALLURE	14	75/605,770	15 Dec 1998	2318808	15 Feb 2000	Registered	15-Feb-2010
United States of Ameri	ANDANTE	14	75/006,483	16 Oct 1995	2205985	24 Nov 1998	Registered	24-Nov-2008
United States of Ameri	APOGEE	14	76/233,894	28 Mar 2001			Pending	
United States of Ameri	AQUARIUS	14	76/119,467	30 Aug 2000			Pending	
United States of Ameri	AQUASPORT	14	74/655,863	04 Apr 1995			Pending	
United States of Ameri	AQUASPORT	14	76/004,258	20 Mar 2000			Pending	
United States of Ameri	ARONDELLE	14	76/229,390	22 Mar 2001			Pending	
United States of Ameri	ARPEGGIO	14	76142222	06 Oct 2000			Pending	
United States of Ameri	ARTAJO	14	76/131,640	20 Sep 2000			Pending	
United States of Ameri	ASTI	14	75/904,771	28 Jan 2000			Pending	
United States of Ameri	AVISO	14	75/864,141	06 Dec 1999	2448923	08 May 2001	Registered	08-May-2011
United States of Ameri	BARRACUDA	14	76/053,641	22 May 2000			Pending	
United States of Ameri	BARRIER REEF	14	74-351310	22 Jan 1993	1918799	12 Sep 1995	Registered	12-Sep-2005
United States of Ameri	BE LATE	14	75/636,948	09 Feb 1999	2409390	28 Nov 2000	Registered	28-Nov-2010
United States of Ameri	BELLUNO	14	75/904,750	28 Jan 2000			Pending	
United States of Ameri	BIELLA	14	75/684,892	19 Apr 1999	2373977	01 Aug 2000	Registered	01-Aug-2010
United States of Ameri	BRAVA	14	75/665,268	22 Mar 1999	2373972	01 Aug 2000	Registered	01-Aug-2010

Country	Trademark	Display Classes	App. No	App. Date	Reg. No	Reg. Date	Status	Renewal Due
United States of Ameri	BRIGADOON	14	74-564943	24 Aug 1994	1980200	11 Jun 1996	Registered	11-Jun-2006
United States of Ameri	BRILETTI	14	75/864,139	06 Dec 1999			Pending	
United States of Ameri	C and Design	14	73/790,242	31 Mar 1989	1569577	05 Dec 1989	Registered	05-Dec-2009
United States of Ameri	CANELLO	14	76/228,563	21 Mar 2001			Pending	
United States of Ameri	CANTER	14	75/636,925	09 Feb 1999			Pending	
United States of Ameri	CC (stylized)	14	73/59496	21 Feb 1978	1253737	11 Oct 1983	Registered	11-Oct-2003
United States of Ameri	CELESTINA	14	76/044,388	09 May 2000			Pending	
United States of Ameri	CHRONICLE	14	75-620739	14 Jan 1999			Pending	
United States of Ameri	COMPETITOR	14	75/006,485	16 Oct 1995	2296280	30 Nov 1999	Registered	30-Nov-2009
United States of Ameri	CONCERTO	14	71-617696	15 Aug 1951	563424	26 Aug 1952	Registered	26-Aug-2002
United States of Ameri	CONCORD	14	72-039594	28 Oct 1957	668353	14 Oct 1958	Registered	14-Oct-2008
United States of Ameri	CONCORD MARINER	14	73-380541	18 Aug 1982	1273444	10 Apr 1984	Registered	10-Apr-2004
United States of Ameri	CONCORD ROYAL MARINER	14	73-306575	20 Apr 1981	1252264	27 Apr 1983	Registered	27-Apr-2003
United States of Ameri	CONTESSA	14	75/666,617	24 Mar 1999			Pending	
United States of Ameri	CORTLAND	14	72-001180	20 Jan 1956	631287	24 Jul 1956	Registered	24-Jul-2006
United States of Ameri	CORTLAND "17"	14	72-448765	14 Feb 1973	983309	07 May 1974	Registered	07-May-2004
United States of Ameri	COVENTRY	14	75/666,616	24 Mar 1999			Pending	
United States of Ameri	CRYSTALONO	21	76/143984	10 Oct 2000			Pending	
United States of Ameri	DANA	14	75/743,188	06 Jul 1999			Pending	
United States of Ameri	DEFIANT	14	75/904,772	28 Jan 2000			Pending	
United States of Ameri	DELIRIUM	14	73-238831	13 Nov 1979	1154848	19 May 1981	Registered	19-May-2001
United States of Ameri	DELPHINO		76/044,389	09 May 2000			Pending	

Country	Trademark	Display Classes	App. No	App. Date	Reg. No	Reg. Date	Status	Renewal Due
United States of Ameri	DOMINION	14	74-565511	25 Aug 1994	1971893	30 Apr 1996	Registered	30-Apr-2006
United States of Ameri	ECHELON	14	76/200,480	26 Jan 2001			Pending	
United States of Ameri	ELIRO	14	75/628,954	27 Jan 1999			Pending	
United States of Ameri	ELLIPTICA	14	76/190,387	04 Jan 2001			Pending	
United States of Ameri	ERMETO	14	75/774,439	12 Aug 1999			Pending	
United States of Ameri	ESPERANZA	14	76/213,855	21 Feb 2001			Pending	
United States of Ameri	EVEREST	14	75/648,190	23 Feb 1999			Pending	
United States of Ameri	FABRIQUES MOVADO & Design	14	71-188628	21 Nov 1923	185230	10 Jun 1924	Registered	10-Jun-2004
United States of Ameri	FESTIVAL	14	74-655661	04 Apr 1995	2088054	12 Aug 1997	Registered	12-Aug-2007
United States of Ameri	FLEUR	14	76/190,385	04 Jan 2001			Pending	
United States of Ameri	FREEDOM	14	73-578127	17 Jan 1986	1406675	26 Aug 1986	Registered	26-Aug-2006
United States of Ameri	FRESCO	14	75/665,266	22 Mar 1999	2390467	26 Sep 2000	Registered	26-Sep-2010
United States of Ameri	GALA	14	76/228,564	21 Mar 2001			Pending	
United States of Ameri	GENTRY	14	74-233057	23 Dec 1991	1788856	17 Aug 1993	Registered	17-Aug-2003
United States of Ameri	GOCCIA	14	76/228,565	21 Mar 2001			Pending	
United States of Ameri	HAMPSHIRE	14	75/743,186	06 Jul 1999			Pending	
United States of Ameri	HARMONY	14	75/669,729	29 Mar 1999			Pending	
United States of Ameri	HERITAGE	14	73-680243	24 Aug 1987	1494165	28 Jun 1987	Registered	28-Jun-2007
United States of Ameri	HOW YOU SPEND YOUR TIME	14	75/034,935	20 Dec 1995	2089912	19 Aug 1997	Registered	19-Aug-2007
United States of Ameri	IMPERIAL	14	74-566323	26 Aug 1994	1969373	23 Apr 1996	Registered	23-Apr-2006
United States of Ameri	IMPERIO	14	76/200,479	26 Jan 2001			Pending	
United States of Ameri	IMPRESARIO	14	75/459,048	30 Mar 1998	2284099	05 Oct 1999	Registered	05-Oct-2009

Country	Trademark	Display Classes	App. No	App. Date	Reg. No	Reg. Date	Status	Renewal Due
United States of Ameri	INNUENDO	14	75/904,773	28 Jan 2000			Pending	
United States of Ameri	INTERLUDE	14	74-655860	04 Apr 1995	2116601	25 Nov 1997	Registered	25-Nov-2007
United States of Ameri	IONA	14	75/743,187	06 Jul 1999			Pending	
United States of Ameri	IT'S YOUR TIME	14	75/688,727	22 Apr 1999			Pending	
United States of Ameri	JUVELO	14	76/182,190	18 Dec 2000			Pending	
United States of Ameri	KINGMATIC	14	75/375,378	17 Oct 1997	2286343	12 Oct 1999	Registered	12-Oct-2009
United States of Ameri	LA PROVENCE	14	74/565,213	24 Aug 1994	1945250	02 Jan 1996	Registered	02-Jan-2006
United States of Ameri	LA SCALA	14	75/581,644	03 Nov 1998			Pending	
United States of Ameri	LANCY	14	76/182,192	18 Dec 2000			Pending	
United States of Ameri	LES PALAIS	14	74-564631	24 Aug 1994	1984649	02 Jul 1996	Registered	02-Jul-2006
United States of Ameri	LIAISON	14	74-656043	04 Apr 1995	2099863	23 Sep 1997	Registered	23-Sep-2007
United States of Ameri	LINIO	14	75/864,142	06 Dec 1999	2426687	06 Feb 2001	Registered	06-Feb-2011
United States of Ameri	LINQUE	14	75/636,926	09 Feb 1999			Pending	
United States of Ameri	LOVE STRING	14	73-032471	19 Sep 1974	1016835	29 Jul 1975	Registered	29-Jul-2005
United States of Ameri	LUMETTI	14	75/864,140	06 Dec 1999	2436724	20 Mar 2001	Registered	20-Mar-2011
United States of Ameri	LYCEUM	14	74-644710	10 Mar 1995	2112646	11 Nov 1997	Registered	11-Nov-2007
United States of Ameri	M and Design	9, 14, 16, 18, 20, 21, 25, 34	75/427,142	02 Feb 1998			Pending	
United States of Ameri	M and Design	9, 14, 20, 35	75/979,178	02 Feb 1998	2358733	13 Jun 2000	Registered	13-Jun-2010
United States of Ameri	MAGLIA	14	76/190,384	04 Jan 2001			Pending	
United States of Ameri	MEKANIKA	14	76/213,850	21 Feb 2001			Pending	
United States of Ameri	MEZZA	14	75/636,818	09 Feb 1999			Pending	
United States of Ameri	MINX	14	75/904,770	28 Jan 2000			Pending	

Country	Trademark	Display Classes	App. No	App. Date	Reg. No	Reg. Date	Status	Renewal Due
United States of Ameri	MIRABELLE	14	74/565,663	25 Aug 1994	1943720	26 Dec 1995	Registered	26-Dec-2005
United States of Ameri	Miscellaneous Design (Black circle design)	14	73-428100	31 May 1983	1398457	24 Jun 1986	Registered	24-Jun-2006
United States of Ameri	Miscellaneous Design (Dolphins design)	14	74-474972	28 Dec 1993	1871267	03 Jan 1995	Registered	03-Jan-2005
United States of Ameri	Miscellaneous Design (Gold circle design)	25	74-187625	23 Jul 1991	1691695	09 Jun 1992	Registered	09-Jun-2002
United States of Ameri	Miscellaneous Design (Grid In circle design)	14	74-187270	22 Jul 1991	1739422	15 Dec 1992	Registered	15-Dec-2002
United States of Ameri	Miscellaneous Design (Key Design)	14	73-313193	04 Jun 1981	1209658	21 Sep 1982	Registered	21-Sep-2002
United States of Ameri	Miscellaneous Design (White circle design)	14	73-428080	31 May 1983	1381257	04 Feb 1986	Registered	04-Feb-2006
United States of Ameri	MOVADO	14	73-430362	15 Jun 1983	1294171	11 Sep 1984	Registered	11-Sep-2004
United States of Ameri	MOVADO	6	73-698925	04 Dec 1987	1496546	19 Jul 1988	Registered	19-Jul-2008
United States of Ameri	MOVADO	9	73-698926	04 Dec 1987	1497545	26 Jul 1988	Registered	26-Jul-2008
United States of Ameri	MOVADO	16	73-699037	04 Dec 1987	1496751	19 Jul 1988	Registered	19-Jul-2008
United States of Ameri	MOVADO	18	73-699717	04 Dec 1987	1495802	12 Jul 1988	Registered	12-Jul-2008
United States of Ameri	MOVADO	25	73-699718	04 Dec 1987	1495942	12 Jul 1988	Registered	12-Jul-2008
United States of Ameri	MOVADO	14	73-699719	04 Dec 1987	1496712	19 Jul 1988	Registered	19-Jul-2008
United States of Ameri	MUSE	14	75/665,267	22 Mar 1999			Pending	
United States of Ameri	MUSEUM	14	73-173642	08 Jun 1978	1114067	27 Feb 1979	Registered	27-Feb-2009
United States of Ameri	NINE/QUARTZ & Design	14	73-273847	11 Aug 1980	1231810	22 Mar 1983	Registered	22-Mar-2003
United States of Ameri	OCEANIA	14	75/889,089	06 Jan 2000			Pending	
United States of Ameri	OLYMPIAN	14	74-644711	10 Mar 1995			Pending	

Country	Trademark	Display Classes	App. No	App. Date	Reg. No	Reg. Date	Status	Renewal Due
United States of Ameri	ONO	14	76/131,111	19 Sep 2000			Pending	
United States of Ameri	ORIZI	14	76/077,718	22 Jun 2000			Pending	
United States of Ameri	OVATION	14	75/898,511	19 Jan 2000			Pending	
United States of Ameri	PALAESTRUM	14	74-644724	10 Mar 1995	2109454	28 Oct 1997	Registered	28-Oct-2007
United States of Ameri	PALIO	14	73-680346	24 Aug 1987	1492148	14 Jun 1988	Registered	14-Jun-2008
United States of Ameri	PAPILLON	14	74-565677	25 Aug 1994	2206286	01 Dec 1998	Registered	01-Dec-2008
United States of Ameri	PATRICIAN	14	74/566,325	26 Aug 1994	1969374	23 Apr 1996	Registered	23-Apr-2006
United States of Ameri	PORTIA	14	76/190,383	04 Jan 2001			Pending	
United States of Ameri	PORTICO	14	76/051,227	18 May 2000			Pending	
United States of Ameri	PREVIA	14	75/889,092	06 Jan 2000			Pending	
United States of Ameri	PUSHING THE ARTFORM	14	75/634,528	04 Feb 1999			Pending	
United States of Ameri	RADIUS	14	76/131,639	20 Sep 2000			Pending	
United States of Ameri	RALLY	14	75/204,620	26 Nov 1996	2353950	30 May 2000	Registered	30-May-2010
United States of Ameri	RILATI	14	76/182,191	18 Dec 2000			Pending	
United States of Ameri	SAFIRO	14	75/908,245	02 Feb 2000	2406462	21 Nov 2000	Registered	21-Nov-2010
United States of Ameri	SARATOGA	14	73-621337	22 Sep 1986	1507063	04 Oct 1988	Registered	04-Oct-2008
United States of Ameri	SEAFARER	14	75-283081	28 Apr 1997	2213901	29 Dec 1998	Registered	29-Dec-2008
United States of Ameri	SFERO	14	76/131,112	19 Sep 2000			Pending	
United States of Ameri	SIENNA	14	75/566,015	07 Oct 1998			Pending	
United States of Ameri	SIGNI	14	76/131,641	20 Sep 2000			Pending	
United States of Ameri	SIREN	14	75/889,087	06 Jan 2000			Pending	
United States of Ameri	SPRITA	14	76/200,481	26 Jan 2001			Pending	

Country	Trademark	Display Classes	App. No	App. Date	Reg. No	Reg. Date	Status	Renewal Due
United States of Ameri	SQUADRON	14	75/821,674	13 Oct 1998	2412285	12 Dec 2000	Registered	12-Dec-2010
United States of Ameri	STEEPLECHASE	14	74-411489	08 Jul 1993	1920840	19 Sep 1995	Registered	19-Sep-2005
United States of Ameri	STELO	14	75/666,613	24 Mar 1999			Pending	
United States of Ameri	STRATUS	14	75/636,949	09 Feb 1999	2434060	06 Mar 2001	Registered	06-Mar-2011
United States of Ameri	SUBMERSIBLE	14	74323687	16 Oct 1992	1880263	21 Feb 1995	Registered	21-Feb-2005
United States of Ameri	SYNTAX	14	76/119,466	30 Aug 2000			Pending	
United States of Ameri	TELOS	14	75/904,751	28 Jan 2000			Pending	
United States of Ameri	TERRAZA	14	76/215,564	22 Feb 2001			Pending	
United States of Ameri	THE WATCH TO SET YOUR HEART BY	14	75/636,816	09 Feb 1999			Pending	
United States of Ameri	TIME IS A LUXURY	14	75/688,728	22 Apr 1999			Pending	
United States of Ameri	TIME TOYS	14	75/606,478	16 Dec 1998	2448200	01 May 2001	Registered	01-May-2011
United States of Ameri	TREBLE	14	76/190,386	04 Jan 2001			Pending	
United States of Ameri	TREVI	14	75/162,157	06 Sep 1996	2157587	12 May 1998	Registered	12-May-2008
United States of Ameri	TRIPLE CROWN	14	74-426762	18 Aug 1993	1991532	06 Aug 1996	Registered	06-Aug-2006
United States of Ameri	UNWIND	14	75/697,411	06 May 1999			Pending	
United States of Ameri	VALOR	14	75/224,146	10 Jan 1997	2341637	11 Apr 2000	Registered	11-Apr-2010
United States of Ameri	VENETO	14	75/581,645	03 Nov 1998			Pending	
United States of Ameri	VENTURE	14	75/666,615	24 Mar 1999			Pending	
United States of Ameri	VENUE	14	75/889,088	06 Jan 2000			Pending	
United States of Ameri	VERONA	14	75/636,817	09 Feb 1999			Pending	
United States of Ameri	VERTEX	14	75/889,090	06 Jan 2000			Pending	

Country	Trademark	Display Classes	App. No	App. Date	Reg. No	Reg. Date	Status	Renewal Due
United States of Ameri	VISCAYA	14	74/565,095	26 Aug 1994	1943723	26 Dec 1995	Registered	26-Dec-2005
United States of Ameri	VIXEN	14	76/246,143	25 Apr 2001			Pending	
United States of Ameri	VIZIO	14	75/028,051	05 Dec 1995	2098170	16 Sep 1997	Registered	16-Sep-2007
United States of Ameri	WATCHMAKERS TO THE GENTRY	14	73-667805	22 Jun 1987	1476758	16 Feb 1988	Registered	16-Feb-2008

IPPO TM Administrator - END OF REPORT

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MOVADO CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MOVADO CORPORATION" TO "MOVADO LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2911472 8100V

AUTHENTICATION: 1013567

010118131

DATE: 03-09-01

TRADEMARK
REEL: 002329 FRAME: 0171

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/01/2001
010052318 - 2911472

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION
266 OF THE DELAWARE GENERAL
CORPORATION LAW.**


1.) The name of the corporation immediately prior to filing this Certificate is
Novado Corporation

2.) The date the Certificate of Incorporation was filed on is
June 22, 1998

3.) The original name of the corporation as set forth in the Certificate of
Incorporation is Concord Novado Delaware Corporation

4.) The name of the limited liability company as set forth in the formation is
Novado LLC

5.) The conversion has been approved in accordance with the provisions of
Section 266.

By: 

Authorized Officer
Name: Timothy F. Michno, General Counsel
Print or Type Signature

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MOVADO LLC" FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2911472 B100V

010118131

AUTHENTICATION: 1013567

DATE: 03-09-01
TRADEMARK

REEL: 002329 FRAME: 0173

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/01/2001
010052328 - 2911472

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

- First: The name of the limited liability company is Novado LLC
- Second: The address of its registered office in the State of Delaware is 3711
Centerville Road Suite 400 in the City of Wilmington
The name of its Registered agent at such address is Corporation Service Company
- Third: (Use this paragraph only if the company is to have a specific effective date of dissolution.) The latest date on which the limited liability company is to dissolve is _____
- Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation of
Novado LLC this 1 day of February, 2001

BY: 
Authorized Person(s)

NAME: Timothy F. Michas, General Counsel
Type or Print

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "MOVADO LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CONCORD MOVADO DELAWARE CORPORATION" TO "MOVADO CORPORATION", FILED THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "MOVADO CORPORATION" TO "MOVADO LLC", FILED THE FIRST DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2911472 8310

AUTHENTICATION: 1013534

010118087

DATE: 03-09-01

TRADEMARK
REEL: 002329 FRAME: 0175

State of Delaware
Office of the Secretary of State

PAGE 2

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE
BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2911472 8310

010118087

AUTHENTICATION: 1013534

DATE: 03-09-01

TRADEMARK
REEL: 002329 FRAME: 0176

LIMITED LIABILITY COMPANY AGREEMENT

OF

MOVADO L.L.C.

This Limited Liability Company Agreement (this "Agreement") of Movado L.L.C., is entered into as of the 1st day of February 2000 by Movado Group Delaware Holdings Corporation, as member (the "Member").

The Member hereby forms a limited liability company pursuant to and in accordance with the Delaware Limited Liability Company Act, as amended from time to time (6 Del.C. §18-101, et seq.) (the "Act"), and hereby agrees as follows:

1. Name. The name of the limited liability company formed hereby is Movado L.L.C. (the "Company").

2. Purpose. The Company is formed for the object and purpose of, and the nature of the business to be conducted and promoted by the Company is, engaging in any lawful act or activity for which limited liability companies may be formed under the Act (including, without limitation, acquiring, managing and disposing of real and personal property), and engaging in any and all activities necessary or incidental to the foregoing.

3. Registered Office. The address of the registered office of the Company in the State of Delaware is c/o CSC, 1013 Centre Road, Wilmington, New Castle County, Delaware 19801.

4. Registered Agent. The name and address of the registered agent of the Company for service of process on the Company in the State of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19801.

5. Members. The names and the business, residence or mailing addresses of the Member is as follows:

<u>Name</u>	<u>Address</u>
Movado Group Delaware Holdings Corporation	501 Silverside Road Wilmington, DE 19809

6. Powers. The business and affairs of the Company shall be managed by the Member. The Member shall have the power and authority to do any and all acts necessary or convenient to or for the furtherance of the purposes described herein, including all powers and authorities, statutory or otherwise, possessed by members of limited liability companies under the laws of the State of Delaware. In connection with the foregoing, the Member is hereby authorized and empowered to act through its officers and employees and other persons designated by the Member in carrying out any and all

of its powers and authorities under this Agreement, and to delegate any and all of the powers and authorities that the Member possesses under this Agreement to any of its officers and employees and to any other person designated by the Member. Each of Robert Gilsean and Timothy F. Michno is hereby designated as an authorized person, within the meaning of the Act, to execute, deliver and file the certificate of formation of the Company (and any amendments and/or restatements thereof) and any other certificates (and any amendments and/or restatements thereof) necessary for the Company to qualify to do business in a jurisdiction in which the Company may wish to conduct business. The Company may (i) acquire, hold and dispose of interests (whether by the making of investments or otherwise and on such terms and conditions as the Member may determine) in other entities, including as a partner of a partnership, a member of a limited liability company and a stockholder of a corporation, and (ii) borrow money (on such terms and conditions as the Member may determine) in connection with its business.

7. Dissolution. The Company shall dissolve, and its affairs shall be wound up upon the first to occur of the following: (a) the written consent of the Member, (b) resignation, expulsion, bankruptcy or dissolution of the Member or the occurrence of any other event which terminates the continued membership of the Member in the Company, or (c) the entry of a decree of judicial dissolution under Section 18-802 of the Act.

8. Capital Contributions. The Member has contributed the following amount, in cash, and no other property, to the Company:

One Thousand Dollars

\$ 1,000.00

9. Additional Contributions. No Member is required to make any additional capital contribution to the Company.

10. Allocation of Profits and Losses. The Company's profits and losses shall be allocated in proportion to the capital contribution of the Member.

11. Distributions. Distributions shall be made to the Member at the times and in the aggregate amounts determined by the Member. Such distributions shall be allocated to the Member in the same proportion as its then capital account balance.

12. Assignments. The Member may assign in whole or in part its limited liability company interest.

13. Resignation. The Member may resign from the Company.

14. Admission of Additional Members. One (1) or more additional members of the Company may be admitted to the Company with the consent of the Member.

15. Liability of Members. The Member shall not have any liability for the obligations or liabilities of the Company except to the extent provided in the Act.

16. Governing Law. This Agreement shall be governed by, and construed, under, the laws of the State of Delaware, all rights and remedies being governed by said laws.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Limited Liability Company Agreement as of the date and year first aforesaid.

Movado Group Delaware Holdings Corporation

By: 

Name: Timothy F. Michno

Title: Secretary

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