

07-08-2002

Form PTO-1504 R  
1-31-92

ET U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



To the Honorable Commissioner of Pa

102147030

Attached original documents or copy hereof.

1. Name of conveying party(ies):

MOVADO CORPORATION

06/19/02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

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

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

Name: MOVADO LLC  
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)

B. Trademark Registration No.(s).

2,521,184

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

07/08/2002 TDIAZ1 00000183 2521184  
FC:481 40.00 DP

6. Total number of applications and registration involved:.....1

7. Total fee (37 CFR 3.41) ..... \$ 40.00

- 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  
Name of Person Signing

Boisson  
Signature

6/19/2002  
Date

Total number of pages comprising cover sheet: \_\_\_\_\_

FZLZ File No.: MOVA USA TA-01/04384 MDE

OMB No. 0651-0011 (exp. 4/94)

TRADEMARK  
REEL: 002538 FRAME: 0891

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 02/01/2001  
010052918 - 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  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 02/01/2001  
010052318 - 2911472

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

- First: The name of the limited liability company is Novada LLC
- Second: The address of its registered office in the State of Delaware is 2711  
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  
Novada LLC this 1 day of February, 2001

BY:   
Authorized Person(s)

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



**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 "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

AUTHENTICATION: 1013534

DATE: 03-09-01

2911472 8310

010118087

**TRADEMARK**  
**REEL: 002538 FRAME: 0895**

*State of Delaware*  
*Office of the Secretary of State*

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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

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AUTHENTICATION: 1013534

DATE: 03-09-01

**TRADEMARK**  
**REEL: 002538 FRAME: 0896**

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 1<sup>st</sup> 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
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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

s:\agreement\liability\DEHolding

*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

AUTHENTICATION: 1013567

010118131

RECORDED: 06/19/2002

TRADEMARK  
REEL: 002538 FRAME: 0900