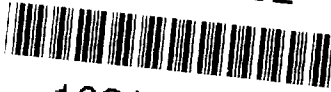


07-15-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 7-08-02 Innovative Time Corporation

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

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

2. Name and address of receiving party(ies) Name: Trendmasters, Inc. Internal Address: Street Address: 611 North 10th Street, Suite 555 City: St. Louis State Missouri Zip: 63101

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

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) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Execution Date: December 31, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s)

See attached schedule

Additional number(s) attached Yes No

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

Name: Lile H. Deinard Internal Address: Dorsey & Whitney LLP Street Address: 250 Park Avenue City: New York State: NY Zip: 10177

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$215.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 502076 Access Code 5661 Authorized User: Lile H. Deinard (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.

Lile H. Deinard

Signature

Date 6-28-02

Name of Person Signing

9

07/12/2002 DBYRNE 00090187 502076 2084558 Total number of pages including cover sheet, attachments, and document:

01 FC:481 40.00 CH 02 FC:482 175.00 CH

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002543 FRAME: 0521

Recordal of Merger  
Schedule of Trademark Registrations  
Conveying Party: Innovative Time Corporation  
Receiving Party: Trendmaster, Inc.

TRADEMARK	REGISTRATION NO.
TIME SQUARE	2,084,558
TIMELESS CLASSIC	1,973,177
FIERA	1,534,205
INNOVATIVE TIME & LOGO	1,227,457
SPORTS MASTER	1,507,866
SPORTS MASTER	1,456,311
INNOVATIVE TIME	1,454,968
L.A. STYLE	1,802,678

# STATE OF MISSOURI



**Matt Blunt**  
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER  
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:  
**INNOVATIVE TIME CORPORATION (CALIFORNIA CORP. NOT QUAL.)**

**INTO:**

**TRENDMASTERS, INC. (#00385256)**

Organized and Existing Under Law of **MISSOURI, CALIFORNIA**  
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, **MATT BLUNT**, Secretary of State of Missouri,  
issue this Certificate of Merger, certifying that the merger of  
the aforementioned corporation is effected, with

**TRENDMASTERS, INC. (#00385256)**

as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
31<sup>ST</sup> day of **DECEMBER, 2001**  
EFFECTIVE DATE: **DECEMBER 31, 2001**

*Matt Blunt*  
Secretary of State



\$30.00



Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

FILED

DEC 31 2001

Matt Blunt
SECRETARY OF STATE

Articles of Merger for
Parent/Subsidiary Corporations

(Section 351.447, RSMo)
(Submit in duplicate with \$30 filing fee)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

- 1. That Trendmasters, Inc. of Missouri
2. That Innovative Time Corporation of California
3. That of

are hereby merged and that the above named Trendmasters, Inc. is the surviving corporation.

4. That the Board of Directors of Trendmasters, Inc. met on November 20, 2001 by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

5. That the Board of Directors of Innovative Time Corporation met on November 20, 2001 by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

6. That the Board of Directors of met on and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

7. That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.

8. That the resolution of the Board of Directors of the parent corporation, Trendmasters, Inc., approving the Plan of Merger is as follows:

See attached Exhibit A

9. That the parent corporation, Trendmasters, Inc. is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of Merger by the Secretary of State of the State of Missouri.

Corp. #51A (11/00)

1. Trendmasters, Inc. of Missouri  
is the survivor.

2. All of the property, rights, privileges, leases and patents of the Innovative Time Corporation

are to be transferred to and become the property of Trendmasters, Inc.

\_\_\_\_\_ the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of Trendmasters, Inc. shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

4. [To be completed if the parent corporation does not own all the outstanding shares of each of the subsidiary corporations party to the merger.]  
The consideration paid by the surviving corporation upon surrender of each share of the subsidiary corporation(s) which is not owned by the parent corporation is as follows:

N/A

5. [To be completed if the parent corporation is not the surviving corporation.]

a. The outstanding shares of N/A  
parent corporation, shall be exchanged for shares of \_\_\_\_\_

\_\_\_\_\_, surviving corporation on the following basis:

b. The proposed merger has been approved either by:

receiving the affirmative vote of at least two-thirds of the outstanding shares of \_\_\_\_\_

parent corporation, entitled to vote thereon at a meeting thereof duly called and held on \_\_\_\_\_, or

In lieu of such required voting, the proposed merger has been approved by the directors of each of the corporations, the rights and benefits of the shareholders as set forth in section 351.093 are the same, and the surviving corporation is solvent and will retain the name of the parent.

6. If the surviving corporation is a foreign corporation, it is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

N/A

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is \_\_\_\_\_

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

7. The articles of incorporation of the survivor ~~are~~ are not amended as follows:

8. The effective date of the merger shall be as of December 31, 2001.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

NONE

Trendmasters, Inc.

Name of Corporation

By *[Signature]*

President or Vice President

James R. Hornsby

12 / 19 / 01

Printed Name

Date

ATTEST:

*[Signature]*

Secretary or Assistant Secretary

Michael L. Wolf

CORPORATE SEAL

NONE

Innovative Time Corporation

Name of Corporation

By *[Signature]*

President or Vice President

James R. Hornsby

12 / 19 / 01

Printed Name

Date

ATTEST:

*[Signature]*

Secretary or Assistant Secretary

Michael L. Wolf

CORPORATE SEAL

Name of Corporation

By \_\_\_\_\_

President or Vice President

Printed Name

Date

ATTEST:

Secretary or Assistant Secretary

Corp. #51A (Page 3)

TRADEMARK

REEL: 002543 FRAME: 0526

State of Missouri  
County of St. Louis City

ss

On December 19, 2001 before me Michael L. Wolf  
month/day/year

Notary Public in and for said state, personally appeared James R. Hornsby  
President, Trendmasters, Inc.  
(Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he/she executed the same for the purposes therein stated.

*Michael L. Wolf*  
Notary Public

(Notarial Seal or Stamp)

My commission expires \_\_\_\_\_  
My County of Commission \_\_\_\_\_  
**MICHAEL L. WOLF**  
Notary Public - Notary Seal  
STATE OF MISSOURI  
St. Louis County  
My Commission Expires: Dec. 9, 2002

State of Missouri  
County of St. Louis City

ss

On December 19, 2001 before me Michael L. Wolf  
month/day/year

Notary Public in and for said state, personally appeared James R. Hornsby  
President, Innovative Time Corporation  
(Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he/she executed the same for the purposes therein stated.

*Michael L. Wolf*  
Notary Public

(Notarial Seal or Stamp)

My commission expires \_\_\_\_\_  
My County of Commission \_\_\_\_\_  
**MICHAEL L. WOLF**  
Notary Public - Notary Seal  
STATE OF MISSOURI  
St. Louis County  
My Commission Expires: Dec. 9, 2002

State of \_\_\_\_\_  
County of \_\_\_\_\_

ss

On \_\_\_\_\_ before me \_\_\_\_\_  
month/day/year

Notary Public in and for said state, personally appeared \_\_\_\_\_  
\_\_\_\_\_, \_\_\_\_\_  
(Title) (Name of Corporation)

known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he/she executed the same for the purposes therein stated.

Notary Public

(Notarial Seal or Stamp)

My commission expires \_\_\_\_\_  
My County of Commission \_\_\_\_\_

EXHIBIT A

ARTICLES OF MERGER FOR PARENT/SUBSIDIARY CORPORATION

Innovative Time Corporation into Trendmasters, Inc.

EXHIBIT A

RESOLVED, that the Agreement and Plan of Merger (the "Agreement") in the form reviewed by the Board of Directors providing for the merger of the Corporation with Innovative Time Corporation, a corporation organized and existing under the laws of the State of California, with the Corporation being the surviving corporation, be and hereby is approved, and

FURTHER RESOLVED, that the President and the Assistant Secretary of this Corporation be, and they hereby are, authorized and directed to make and execute, under the corporate seal of this Corporation, the Articles of Merger, such execution shall be binding upon the Corporation, and such officers hereby are authorized to have that document filed with the Secretary of State of Missouri, and

FURTHER RESOLVED, the Corporation is hereby further authorized and directed to (i) execute and deliver any and all instruments, certificates and other documents of any kind contemplated by the Agreement, and (ii) take such other actions as may be necessary to consummate the transactions contemplated by the Agreement; and

FURTHER RESOLVED, that said merger shall be effective upon the proper filing of the Articles of Merger with the Secretary of State of Missouri and upon proper notification to the Secretary of State of California, and

FURTHER RESOLVED, that this unanimous consent may be executed in several counterparts, each of which shall be deemed an original, but all of which shall constitute one (1) and the same unanimous consent and a signature of a Director to this unanimous consent which may be sent by facsimile or other electronic transmission shall be deemed to constitute an original and fully effective signature of such Director, and

FURTHER RESOLVED, that this unanimous consent be filed by the Secretary of this Corporation with its minutes.

0502213.01

RECORDED: 07/08/2002

TRADEMARK  
REEL: 002543 FRAME: 0528

JUN - 27 02 (THU) 10 44 AM '02 GREENSFELDER HEMKER & GALE