

09-24-2002



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

102230631

ET 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):

Fortune Fashions, Inc.

9.20.02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 06/01/2001

2. Name and address of receiving party(ies)

Name: Fortune Fashions Industries LLC

Internal Address: 4700 S. Boyle Avenue

Street Address: 4700 S. Boyle Avenue

City: Vernon State: CA Zip: 90058-3021

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company - CA

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/006587; 76/059278

B. Trademark Registration No.(s) 1653327; 1797069; 2137657; 2420628; 2488220

Additional number(s) attached Yes No

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

Name: Anthony J. Wall, Esq.

Internal Address: General Counsel for Fortune Fashions Industries LLC

Street Address: 121 Gray Avenue

City: Santa Barbara State: CA Zip: 93101

6. Total number of applications and registrations involved:

07

7. Total fee (37 CFR 3.41) \$ 190.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

FINANCE SECTION RECEIVED 22 AM 7:52

DO NOT USE THIS SPACE

9. Signature.

09/23/2002 DBYRNE 00000142 76006587

01 FC:441 02 FC:442

Brandi Simpson

Name of Person Signing

40.00 OP 150.00 OP

Signature

September 11, 2002

Date

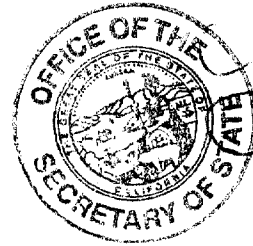
Total number of pages including cover sheet, attachments, and document:

03

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

TRADEMARK REEL: 002587 FRAME: 0003

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 23 2001



Secretary of State



State of California
Bill Jones
Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUN 20 2001

BILL JONES, Secretary of State

LIMITED LIABILITY COMPANY
CERTIFICATE OF MERGER

(Corporations Code Section 17552)

Filing Fee - Please see instructions.
IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: Fortune Fashions Industries LLC
2. Type of entity: LLC
3. Secretary of State File Number: 20010961009
4. Jurisdiction: Calif.
5. Name of disappearing entity: Fortune Fashions Inc.
6. Type of entity: Corporation
7. Secretary of State File Number: C1690439
8. Jurisdiction: Calif.
9. Future effective date, if any: Month Day Year

10. If a vote was required pursuant to Section 1755 or Section 1113, enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:
Surviving Entity: Each class entitled to vote, Percentage of vote required
Disappearing Entity: Each class entitled to vote, Percentage of vote required

11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. Yes.

SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 12 AND PROCEED TO ITEM 15.

12. Requisite changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.

SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY. COMPLETE ITEMS 13 AND 14.

13. Principal business address of the surviving foreign limited liability company or other business entity:
Address:
City: State: Zip Code:

14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.

15. Number of pages attached, if any:

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.
Fred Kayne, Manager 6/1/01
Signature of Authorized Person for the Surviving Entity Date
Type or Print Name and Title of Person Signing Date

