

01-16-2003



102340170

TRADEMARKS

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

1. **Creative Optics, Inc.** is a corporation organized under and existing by virtue of the laws of the State of Delaware, located and doing business at **1407 Coral Way, Miami, Florida 33145.**

1-14-03

2. **Marcolin U.S.A., Inc.** is a Corporation duly organized under and existing by virtue of the laws of the State of Delaware, having its head office and principle place of business at **1407 Coral Way, Miami, Florida 33145.**

3. This is a corporate merger.

4. The attached document was executed on **May 31, 2001.**

5. The following trademark applications/registrations are involved:

RECEIVED
JUN 14 AM 11:53
FINANCE SECTION

CO & Design

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		2368543	July 18, 2000

CREATIVE OPTICS

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		2031176	January 14, 1997

01/15/2003 LMUELLER 00000240 2368543

01 FC:8521
02 FC:8522

40.00/OP
250.00/OP

DIMENSIONS

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		1574497	January 2, 1990

DURA-CLAD

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		184249	June 21, 1994

EYEWEAR FOR LIFE

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		2408281	November 28, 2000

IDENTITY

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		2265192	July 27, 1999

NEXT

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		1641078	April 16, 1991

SOBE

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		1898716	June 13, 1995

URBAN EYEWEAR

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		2077326	July 8, 1997

LACE

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		2014265	November 5, 1996

ORGANIX

APPLICATION NUMBER	ISSUED	REGISTRATION NUMBER	REGISTRATION DATE
		2049787	April 16, 1991

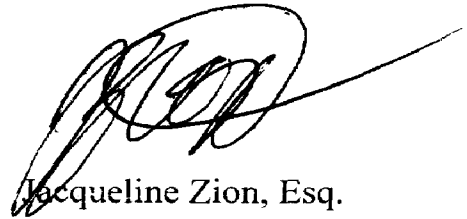
6. All future correspondence concerning this identified trademark should be addressed to:

Jacqueline Zion
Lilling & Lilling P.C.
PO BOX 560
Goldens Bridge, NY 10526

7. There are **eleven (11)** registrations(s) involved with this corporate merger.
8. A check in the amount of **\$290.00** is enclosed to cover the recording fee.

9. 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.

Respectfully submitted,
Lilling & Lilling P.C.

A handwritten signature in black ink, appearing to read 'J. Zion', with a long horizontal flourish extending to the right.

Dated: January 9, 2003

Jacqueline Zion, Esq.
7-11 South Broadway, Suite 401
White Plains, New York 10601
Tel: (914) 684-0600
Fax: (914) 684-0304

CERTIFICATE OF OWNERSHIP AND MERGER

of

Creative Optics, Inc.
(a Delaware corporation)


into

Marcolin U.S.A., Inc.
(a New York corporation)

It is hereby certified that:

1. Marcolin U.S.A., Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of New York.
2. The Corporation is the owner of all of the outstanding shares of each class of stock of Creative Optics, Inc., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of Marcolin U.S.A., Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Creative Optics, Inc. into the Corporation.
5. Attached hereto as Exhibit A is a copy of resolutions adopted on May 31, 2001 by the Board of Directors of the Corporation to merge Creative Optics, Inc. into the Corporation.

Executed: May 31, 2001


Maurizio Coffen Marcolin
President

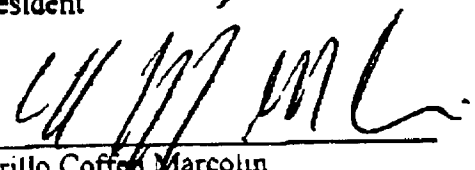

Cirillo Coffen Marcolin
Secretary

EXHIBIT A

WHEREAS, there has been presented to the undersigned a form of Plan of Merger substantially in the form of Exhibit A attached hereto (the "**Plan of Merger**"), pursuant to which it is proposed that Creative Optics, Inc., a Delaware corporation (the "**Merger Subsidiary**") and wholly-owned subsidiary of this Corporation merge with and into this Corporation with this Corporation as the surviving corporation (the "**Merger**"), effective as prescribed by the Business Corporation Law of the State of New York (the "**NYBCL**") pursuant to the provisions of Section 905 of the NYBCL.

NOW, THEREFORE, BE IT RESOLVED, that the form of Plan of Merger be, and hereby is, approved.

RESOLVED FURTHER, that, pursuant to the Plan of Merger, the Merger Subsidiary merge with and into this Corporation with this Corporation as the surviving corporation, effective as prescribed by the NYBCL.

RESOLVED FURTHER, that upon consummation of the Merger all liabilities and obligations of the Merger Subsidiary shall be assumed by this Corporation.

RESOLVED FURTHER, that the directors and officers of this Corporation be, and each of them hereby is, authorized, in the name and on behalf of this Corporation, to prepare or cause to be prepared and to execute, verify and file or cause to be filed with the Secretary of State of the State of New York a Certificate of Merger (the "**Certificate of Merger**") effecting the Merger in the State of New York.

RESOLVED FURTHER, that the directors and officers of this Corporation be, and each of them hereby is, authorized, in the name and on behalf of this Corporation, to prepare or cause to be prepared and to execute, verify and file or cause to be filed with the Secretary of State of the State of Delaware the Certificate of Merger to effect the Merger in the State of Delaware and in each other jurisdiction as required under the NYBCL.

RESOLVED FURTHER, that the directors and officers of this Corporation be, and each of them hereby is, authorized, in the name and on behalf of this Corporation, to prepare or cause to be prepared and to execute, verify and file or cause to be filed with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger (the "**Certificate of Ownership**").

RESOLVED FURTHER, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Merger Subsidiary, as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for, does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Marcolin U.S.A., Inc
1407 Coral Way
Miami, Florida 33145
Attn: Paul Diaz-Asper, CEO
Phone: 305-860-9033
Facsimile: 305-860-8933

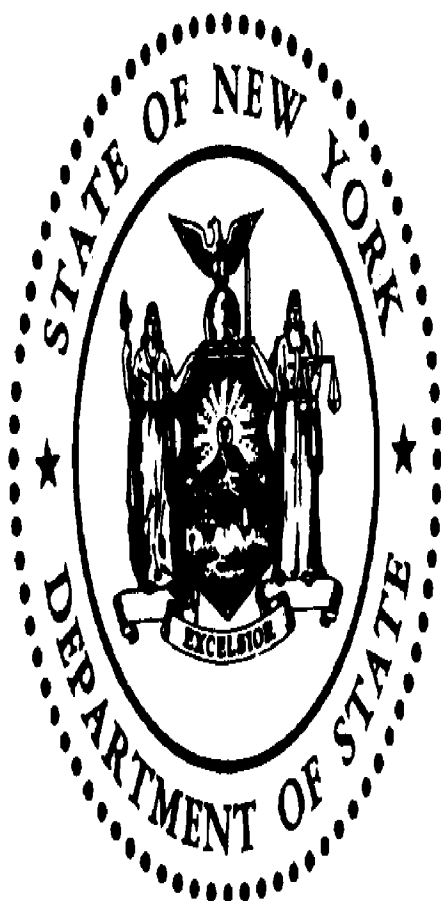
cin
mcw

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

SEP 28 2001



Special Deputy Secretary of State

010581000948

CERTIFICATE OF MERGER

OF

CREATIVE OPTICS, INC.

into

MARCOLIN U.S.A., INC

(Under Section 905 of the Business Corporation Law)

It is hereby certified by the corporation named herein as the surviving corporation as follows

FIRST The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND The laws of the jurisdiction of incorporation of the corporation named herein as the subsidiary corporation permit a merger of the kind certified herein.

THIRD The name of the subsidiary corporation to be merged, which was organized under the laws of the State of Delaware, on June 29, 1995, is Creative Optics, Inc.

No Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on September 8, 1982, is Marcolin U.S.A., Inc.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

<u>Designation</u>	<u>Number</u>
<u>Common Stock</u>	<u>1,568,411</u>
<u>Series A Preferred Stock</u>	<u>7,750,000</u>

LA 9282432

617
M/C

SIXTH: The merger of the subsidiary corporation into the surviving corporation has been authorized under the laws of the jurisdiction of incorporation of the subsidiary corporation.

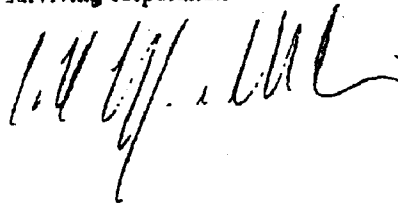
SEVENTH: The effective date of the merger herein certified shall be the 31st day of May, 2001.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed on this 31st day of May, 2001.


Maurizio Coffen Marcolin, President of the
surviving corporation

Cirillo Coffen Marcolin, Secretary of the
surviving corporation



LAI 928243 2

2

010581000948

CERTIFICATE OF MERGER

OF

CREATIVE OPTICS, INC

into

MARCOLIN U.S.A., INC

(Under Section 905 of the Business Corporation Law)

Filer

Geoffrey Spolyar, Esq.
O'Melveny & Myers LLP
400 South Hope Street
Los Angeles, CA 90071

101 12 3 18 199
Jcc'd
STATE OF NEW YORK
DEPARTMENT OF STATE

MAY 31 2000

FILED
TAXS
BY:

JAN
Suffolk

**DRAWDOWN
DELANEY - 30**

101 12 3 18 199

1 A1 928203 2

3

010581000960

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CREATIVE OPTICS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MARCOLIN U.S.A., INC." UNDER THE NAME OF "MARCOLIN U.S.A., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3400215 8100M

AUTHENTICATION: 1173381

010261084

DATE: 06-06-01

RECORDED: 01/14/2003

TRADEMARK
REEL: 002649 FRAME: 0770