

03-19-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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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): 3.13.03
Fashion 21, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Forever 21, Inc.
Internal Address: _____
Address: _____
Street Address: 2001 South Alameda Street
City: Los Angeles State: CA Zip: 90058

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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: 28 February 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76196458
76196459, 76359538

B. Trademark Registration No.(s) 2067637
2583457

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Mary Ellen Welch Rogers, Esq.
Internal Address: Ruberto, Israel & Weiner
Street Address: 100 No. Washington St.
City: Boston State: MA Zip: 02114

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501715

9. Signature.
Mary Ellen Welch Rogers Mary Ellen Welch Rogers March 13, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

OFFICE OF RECORDS
2003 MAR 13 AM 4:14
FINANCE SECTION

03/18/2003 TDI/21 00000035 501715 76196458
01 FC:8521 40.00 CH
02 FC:8522 225.00 CH

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

TRADEMARK REEL: 002694 FRAME: 0762

ADDITIONAL APPLICATION NUMBERS

76085191
76355328
76356399
76359488
76359489

CERTIFICATE OF OWNERSHIP AND MERGER

OF

FASHION 21, INC.
(a California corporation)

WITH AND INTO

FOREVER 21, INC.
(a Delaware corporation)

It is hereby certified that:

1. Fashion 21, Inc. (the "Merging Corporation"), is a corporation organized and existing under the laws of the State of California, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
2. Forever 21, Inc. (the "Surviving Corporation"), is a corporation organized and existing under the laws of the State of Delaware.
3. Merging Corporation, as the owner of all of the outstanding shares of capital stock of Surviving Corporation, hereby merges itself into the Surviving Corporation.
4. The Board of Directors of Merging Corporation has determined to merge the Merging Corporation into the Surviving Corporation pursuant to Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law and has adopted the following resolutions as of February 25, 2002:

WHEREAS, Fashion 21, Inc., a California corporation (this "Corporation") owns 100% of the issued and outstanding shares of capital stock of Forever 21, Inc., a Delaware corporation ("Surviving Corporation"); and

WHEREAS, it is deemed to be advisable and in the best interests of this Corporation that this Corporation be reincorporated in the State of Delaware by merging itself with and into Surviving Corporation, with Surviving Corporation being the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, that the merger of this Corporation with and into Surviving Corporation, with Surviving Corporation being the surviving corporation, pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code (the "Merger"), so that the separate existence of this Corporation shall cease as soon as the

merger shall become effective, and thereupon this Corporation and the Surviving Corporation will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware, be, and hereby is, approved; and

RESOLVED FURTHER, that, the Merger will be effective (the "Effective Time") as prescribed by law;

RESOLVED FURTHER, that, upon the Effective Time, each issued and outstanding share of common stock of this Corporation shall be automatically converted into one (1) share of common stock of Surviving Corporation; and

RESOLVED FURTHER, that the issued shares of Surviving Corporation owned by this Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the Merger shall be surrendered and extinguished; and

RESOLVED FURTHER, that from and after the Effective Time, the Certificate of Incorporation and the By-laws of the Surviving Corporation shall be the Certificate of Incorporation and the By-laws of the Surviving Corporation as in effect immediately prior to such effective time and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law; and

RESOLVED FURTHER, that from and after the Effective Time, the members of the Board of Directors and officers of the Surviving Corporation shall be the members of the Board of Directors and the corresponding officers of the Surviving Corporation immediately before the Effective Time; and

RESOLVED FURTHER, that from and after the Effective Time, the Surviving Corporation shall assume all the liabilities of the Corporation and the assets and liabilities of this Corporation and of the Surviving Corporation shall be entered on the books of the Surviving Corporation at the amounts at which they shall be carried at such time on the respective books of this Corporation and of the Surviving Corporation, subject to such inter-corporate adjustments and eliminations, if any, as may be required to give effect to the Merger; and, subject to such action as may be taken by the Board of Directors of the Surviving Corporation, in accordance with generally accepted accounting principles, the capital and surplus of the Surviving Corporation shall be equal to the capital

and surplus of this Corporation and of the Surviving Corporation;
and

RESOLVED FURTHER, that, in the event that the Merger shall not be terminated, the proper officers of this Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of this Corporation, to submit the proposed Merger to the shareholders of this Corporation for consideration thereof; and

RESOLVED FURTHER, that, following approval of the Merger by the shareholders of this Corporation, the officers of this Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of this Corporation, to prepare and execute a Certificate of Ownership and Merger, and to file or cause to be filed said Certificate of Ownership and Merger with the Delaware Secretary of State and the California Secretary of State, and to execute such other documents and take such other actions as such officer or officers shall deem to be necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions.

5. The proposed merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors of Merging Corporation in accordance with the California Corporations Code and has been approved by the Board of Directors of Surviving Corporation in accordance with the provisions of the Delaware General Corporation Law.

6. The proposed merger has been approved by the written consent of 100% of the holders of the issued and outstanding shares of voting stock of Merging Corporation pursuant to Section 603(a) of the California Corporations Code.

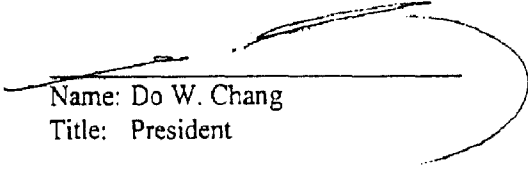
7. The name of the surviving entity in the merger herein certified is "Forever 21, Inc.", which will continue its existence as said surviving entity upon the effective date of the merger pursuant to the provisions of the Delaware General Corporation Law.

(Signature Page Follows)


IN WITNESS WHEREOF, the undersigned have caused this certificate to be signed
this 28th day of February, 2002.

We further declare under penalty of perjury under the laws of the State of
California that the matters set forth in this certificate are true and correct of our own knowledge.

FASHION 21, INC.



Name: Do W. Chang
Title: President



Name: Jin S. Chang
Title: Secretary

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