

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Items International, Inc.		07/01/1999	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	AIRWALK INTERNATIONAL, LLC
Also Known As:	TARE7
Street Address:	800 Englewood Parkway
Internal Address:	Suite C200
City:	Englewood
State/Country:	COLORADO
Postal Code:	80110
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2152877	A
Registration Number:	2317667	A
Registration Number:	1511840	AIRWALK
Registration Number:	2314004	AIRWALK
Registration Number:	1450940	
Registration Number:	2166302	

CORRESPONDENCE DATA

Fax Number: (248)594-0610

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2485940629

Email: tmdocketing@raderfishman.com

Correspondent Name: Rader, Fishman & Grauer, PLLC

Address Line 1: 39533 Woodward Avenue

Address Line 2: Suite 140

Address Line 4: Bloomfield Hills, MICHIGAN 48304

TRADEMARK

900004479

REEL: 002781 FRAME: 0079

CH \$165.00 2152877

ATTORNEY DOCKET NUMBER:	50054-0999
NAME OF SUBMITTER:	Michael A. Lisi, Esq.
<p>Total Attachments: 5</p> <p>source=Merger#page1.tif</p> <p>source=Merger#page2.tif</p> <p>source=Merger#page3.tif</p> <p>source=Merger#page4.tif</p> <p>source=Merger#page5.tif</p>	

Delaware

PAGE 1

The First State

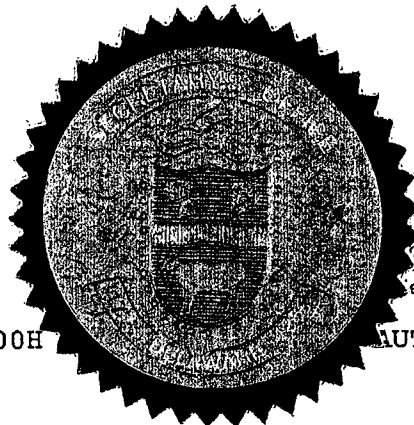
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AIRWALK INTERNATIONAL, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE FOURTEENTH DAY OF JUNE, A.D. 1999, AT 2:31 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIRST DAY OF JULY, A.D. 1999, AT 2:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3055374 8100H

AUTHENTICATION: 1754357

020278967

DATE: 05-01-02

TRADEMARK
REEL: 002781 FRAME: 0081

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Harriet Smith Windsor

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

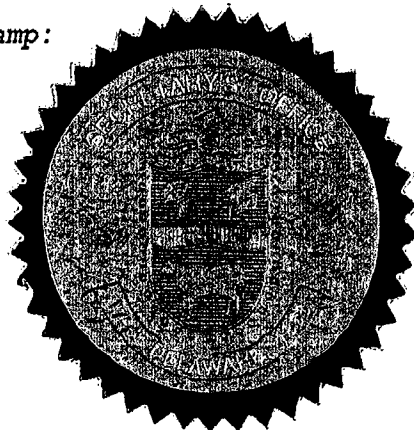
5. at Dover, Delaware

6. the first day of May, A.D. 2002

7. by Secretary of State, Delaware Department of State

8. No. 0174427

9. Seal/Stamp:



10. Signature:

Harriet Smith Windsor
Secretary of State

CERTIFICATE OF FORMATION

OF

AIRWALK INTERNATIONAL, LLC

1. The name of the limited liability company is AIRWALK International, LLC.

2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of AIRWALK International, LLC on this 14th day of June, 1999.

AIRWALK INTERNATIONAL, LLC

By /s/ David Preiser
Name: David Preiser
Title: Authorized Person

07/01/99
07/01/99

14:48
12:23

SKADDEN ARPS → 1696584913027393673

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:45 PM 07/01/1999
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CERTIFICATE OF MERGER
OF
ITEMS INTERNATIONAL, INC.
INTO
AIRWALK INTERNATIONAL, LLC

Pursuant to Section 1926 of the Business Corporation Law of the Commonwealth of Pennsylvania and Section 18-209 of the Limited Liability Company Act of the State of Delaware

AIRWALK International, LLC, a Delaware limited liability company (the "LLC"), hereby certifies to the following facts relating to the merger of Items International, Inc., a Pennsylvania corporation (the "Corporation"), with and into the LLC (the "Merger"):

FIRST: The name and jurisdiction of formation or organization and domicile of each of the constituent entities is:

<u>Name</u>	<u>State</u>
Items International, Inc.	Pennsylvania
AIRWALK International, LLC	Delaware

SECOND: The LLC and the Corporation have entered into an Agreement and Plan of Merger, dated as of July 1, 1999 (the "Merger Agreement"), providing for the merger of the Corporation with and into the LLC pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA") and Section 1929 of the Business Corporation Law of the Commonwealth of Pennsylvania (the "PBCL"). The Merger Agreement has been approved,

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adopted, certified, executed and acknowledged in accordance with Sections 18-204 and 18-209 of the DLLCA in the case of the LLC and Section 1924 of the PBCL in the case of the Corporation.

THIRD: The LLC shall be the surviving entity of the merger and the Certificate of Formation of the LLC shall be the Certificate of Formation of the surviving entity.

FOURTH: The Merger Agreement is on file at the offices of the LLC at 1012 East Boal Avenue, Boalsburg, Pennsylvania 16827. A copy of the Merger Agreement will be furnished by the LLC, on request and without cost, to any member of the LLC or to any stockholder of the Corporation.


IN WITNESS WHEREOF, the LLC has caused this Certificate of Merger to be signed by its duly authorized officer in its name as of this 1 day of July, 1999.

AIRWALK INTERNATIONAL, LLC

By: **AIRWALK Holding Company, LLC,**
its Sole Member

By: **Sunrise Capital Partners, L.P.,**
its Sole Member

By: **Sunrise Advisors LLC,**
its General Partner

By: 
Name: **David A. Preiser**
Title: **Managing Member**