

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Sungold Eyewear, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware 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: 10/03/03

2. Name and address of receiving party(ies)

Name: Gargoyles, Inc.

Internal Address:

Address:

Street Address: 521 8th Street, SW, Suite D

City: Auburn State: WA Zip: 98001

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

see Exhibit A

Additional number(s) attached Yes No

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

Name: Jennifer Parkins Rabin, Esq.

Internal Address:

Akerman Senterfitt

Street Address: 222 Lakeview Avenue, 4th Floor

City: West Palm Beach State: FL Zip: 33401

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41): \$ 240.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-0951

DO NOT USE THIS SPACE

9. Signature.

Jennifer Parkins Rabin, Esq. Name of Person Signing

Jennifer Parkins Rabin Signature

2/16/04 Date

Total number of pages including cover sheet, attachments, and document: 9

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

CH \$240.00 600961 2049496

**EXHIBIT A****SUNGOLD**

<b>TRADEMARK</b>	<b>REGISTRATION DATE</b>	<b>REGISTRATION NO.</b>
ANARCHY EYEWEAR	04/01/97	2,049,496
SNAKE-EYES	08/15/89	1,551,676
THWAK	11/30/99	2,296,338
SUNGLASS FACTORY	08/22/89	1,552,708
ANGEL EYEWEAR	06/18/02	2,582,474
ANARCHY EYEWEAR	01/18/00	2,309,729
UNION EYEWEAR	12/21/99	2,302,713
NOSTALGIA	01/21/97	2,032,765
UNION EYEGEAR	01/21/97	2,032,993

STATE OF WASHINGTON



SECRETARY OF STATE

GARGOYLES, INC.

c/o KTC SERVICE CORPORATION  
1201 THIRD AVE STE 2900  
SEATTLE WA 98101

ARTICLES OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and  
custodian of its seal, hereby certify that documents meeting  
Washington statutory requirements have been filed and processed  
with the Secretary of State on behalf of:

GARGOYLES, INC.

A Washington Profit Corporation  
UBI: 600 556 065  
Filing Date: October 07, 2003

Merging Entities:

601 682 220 H.S.C., INC.  
601 779 596 SUNGOLD EYEWEAR, INC.  
601 781 513 PRIVATE EYES SUNGLASS CORPORATION



Given under my hand and the seal of the State  
of Washington at Olympia, the State Capital.

Sam Reed, Secretary of State

FILED  
SECRETARY OF STATE

OCT 07 2003

STATE OF WASHINGTON

**ARTICLES OF MERGER  
OF  
H.S.C., INC., A WASHINGTON CORPORATION,  
SUNGOLD EYEWEAR, INC., A WASHINGTON CORPORATION,  
AND  
PRIVATE EYES SUNGLASS CORPORATION, A WASHINGTON CORPORATION  
WITH AND INTO  
GARGOYLES, INC., A WASHINGTON CORPORATION**

Pursuant to the provisions of RCW 23B.11.050, the undersigned corporations hereby submit the following Articles of Merger merging H.S.C., INC., a Washington corporation, SUNGOLD EYEWEAR, INC., a Washington corporation, and PRIVATE EYES SUNGLASS CORPORATION, a Washington corporation, with and into their parent, GARGOYLES, INC., a Washington corporation (the "Surviving Corporation").

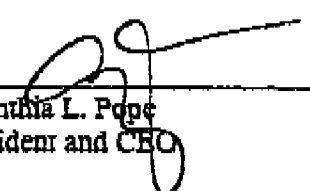
1. A copy of the Plan of Merger is attached hereto as Exhibit A.
2. The Plan of Merger was duly approved and adopted by the Board of Directors of the Surviving Corporation pursuant to RCW 23B.11.040.
3. Shareholder approval was not required pursuant to RCW 23B.11.040.

DATED: October 3, 2003.

H.S.C., INC.,  
a Washington corporation

By:   
Name: Cynthia L. Pope  
Title: President and CEO

SUNGOLD EYEWEAR, INC.,  
a Washington corporation

By:   
Name: Cynthia L. Pope  
Title: President and CEO

PRIVATE EYES SUNGLASS CORPORATION,  
a Washington corporation

By:   
Name: Cynthia L. Pope  
Title: President and CEO

GARGOYLES, INC.,  
a Washington corporation (Surviving Corporation)

By:   
Name: Cynthia L. Pope  
Title: President and CEO

**EXHIBIT A****PLAN OF MERGER**

THIS PLAN OF MERGER, between H.S.C., INC., a Washington corporation ("H.S.C."), SUNGOLD EYEWEAR, INC., a Washington corporation ("Sungold"), and PRIVATE EYES SUNGLASS CORPORATION, a Washington corporation ("H.S.C., Sungold and Private Eyes are hereinafter collectively called the "Merging Corporations"), and their parent company, GARGOYLES, INC., a Washington corporation ("Gargoyles"), pursuant to RCW 23B.11.010 and RCW 23.11.040.

WHEREAS, the Board of Directors of Gargoyles, having deemed it advisable that each of the Merging Corporations merge with and into Gargoyles, with Gargoyles being the surviving corporation, duly approves and authorizes this Plan of Merger,

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, it is agreed that each of the Merging Corporations shall be merged into Gargoyles, and the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

1. Name of Surviving Corporation. The name of the surviving corporation shall be Gargoyles, Inc.
2. Adoption of Plan of Merger. Pursuant to RCW 23B.11.040, shareholder approval of this Plan of Merger is not required.
3. Effective Date of Merger. The effective date of the merger (the "Effective Date") shall be the date on which Articles of Merger are filed with the Secretary of State of the State of Washington.
4. Effect of Merger. Upon the Effective Date of this merger:
  - a. The sole shareholders of the common stock of each of the Merging

Corporations shall surrender the stock certificates representing their respective shares for cancellation. No shares of stock in Gargoyles shall be issued in exchange for shares of stock in the Merging Corporations.

b. The Articles of Incorporation and Bylaws of the Merging Corporations shall be the Articles of Incorporation and the Bylaws of Gargoyles, as the surviving corporation.

c. The officers and directors of Merging Corporations shall be the officers and directors of Gargoyles.

d. Title to property owned by the Merging Corporations shall be vested in Gargoyles, and Gargoyles shall have all the liabilities of the Merging Corporations.

5. Abandonment of Merger. This Plan of Merger may be terminated or abandoned at any time prior to its Effective Date without action or approval by the shareholders of Merging Corporations and Gargoyles.

DATED: October 3, 2003.

MERGING CORPORATIONS:

"H.S.C."

H.S.C., INC.,  
a Washington corporation

By:   
Name: Cynthia L. Pope  
Title: President and CEO

"SUNGOLD"

SUNGOLD EYEWEAR, INC.,  
a Washington corporation

By:   
Name: Cynthia L. Pope  
Title: President and CEO

"PRIVATE EYES"

PRIVATE EYES SUNGLASS CORPORATION,  
a Washington corporation

By:   
Name: Cynthia L. Pope  
Title: President and CEO

SURVIVING CORPORATION:

"GARGOYLES"

GARGOYLES, INC.,  
a Washington corporation

By:   
Name: Cynthia L. Pope  
Title: President and CEO