

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bear Naked, LLC	Bear Naked Granola, LLC	03/31/2004	Limited Liability Company: CONNECTICUT

RECEIVING PARTY DATA	
Name:	Bear Naked, Inc.
Street Address:	25-13 Old Kings Highway N.
Internal Address:	Box 110
City:	Darien
State/Country:	CONNECTICUT
Postal Code:	06820
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2800495	BEAR NAKED

CORRESPONDENCE DATA	
Fax Number:	(203)348-5777
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	203-325-5047
Email:	mfoster@fdh.com
Correspondent Name:	Marcia C. Sugrue
Address Line 1:	One Landmark Square
Address Line 2:	Suite 1400
Address Line 4:	Stamford, CONNECTICUT 06901

ATTORNEY DOCKET NUMBER:	0593.001
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NAME OF SUBMITTER:	Michele L. Foster
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Total Attachments: 7
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OP \$40.00 2800495

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SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

APRIL 1, 2004

CT CORPORATION SYSTEM
ONE COMMERCIAL PLAZA
HARTFORD, CT 06103-3597

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

BEAR NAKED, INC.

Work Order Number: 2004067626-001
Business Filing Number: 0002713435
Type of Request: CERTIFICATE OF MERGER
File Date/Time: MAR 31 2004 04:00 PM
Effective Date/Time: MAR 31 2004 04:00 PM
Work Order Payment Received: 55.00
Payment Received: 55.00
Account Balance: 3132.34
Customer Id: 000007625
Business Id: 0000000

If applicable for this type of request, a summary of the business information we have on record is enclosed.

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

MARK MATTIOLI
Commercial Recording Division
860-509-6003

TRADEMARK
REEL: 002824 FRAME: 0028

BUSINESS FILING REPORT

WORK ORDER NUMBER:2004067626-001
BUSINESS FILING NUMBER: 0002713435

SURVIVING BUSINESS NAME:
FOREIGN UNAUTHORIZED BUSINESS

BUSINESS LOCATION:

TERMINATING BUSINESS NAMES:

BEAR NAKED, LLC

** END OF REPORT **

67626

**ARTICLES OF MERGER
OF
BEAR NAKED, LLC, a Connecticut limited liability company
INTO
BEAR NAKED, INC., a Delaware corporation
(under Section 34-196 of the Connecticut Limited Liability Company Act)**

It is hereby certified that:

1. The name and state of organization of each of the constituent business entities participating in the merger herein certified are as follows:

(i) Bear Naked, LLC, which is a limited liability company organized under the laws of the State of Connecticut (the "Merging Company"); and

(ii) Bear Naked, Inc., which is a corporation incorporated under the laws of the State of Delaware (the "Surviving Corporation"). ✓

2. An Agreement and Plan of Merger dated as of March 31, 2004, between the Merging Company and the Surviving Corporation (the "Plan"), has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 34-194 of the Limited Liability Act of the State of Connecticut and Section 264 of the General Corporation Law of the State of Delaware.

3. The Surviving Corporation in the merger herein certified is Bear Naked, Inc., a Delaware corporation, which will, upon effectiveness of the merger, continue its existence as said Surviving Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware under the name:

Bear Naked, Inc.

4. The Certificate of Incorporation of the Surviving Corporation as in existence at the effective time of the Merger, shall become and be the Certificate of Incorporation of the Surviving Corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. The executed Plan between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

Bear Naked, Inc.
25-13 Old Kings Highway, N. Box 110,
Darien, CT 06820.

6. A copy of the Plan will be furnished by the aforesaid Surviving Corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent business entities.

7. The directors and officers of the Surviving Corporation preceding the merger shall be the officers and directors of the Surviving Corporation upon the occurrence of the merger, with corresponding positions, until the successors of such officers shall have been duly elected and have qualified.

9. The merger herein certified shall be effective on March 31, 2004.

Dated: March 31, 2004

Bear Naked, Inc.,
a Delaware corporation

By: Brendan Synnott /s/
Name: Brendan Synnott
Title: Vice President

Bear Naked, LLC,
a Connecticut limited liability company

By: Brendan Synnott /s/
Name: Brendan Synnott
Title: Vice President

Delaware

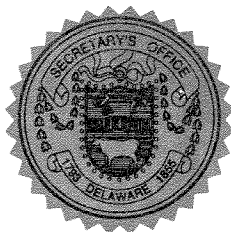
PAGE 1

The First State

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 MERGER, WHICH MERGES:

"BEAR NAKED, LLC", A CONNECTICUT LIMITED LIABILITY COMPANY, WITH AND INTO "BEAR NAKED, INC." UNDER THE NAME OF "BEAR NAKED, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2004, AT 4:37 O'CLOCK P.M.

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



3775691 8100M

040238264

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3027032

DATE: 04-01-04

TRADEMARK
REEL: 002824 FRAME: 0032

**CERTIFICATE OF MERGER
OF
BEAR NAKED, LLC, a Connecticut limited liability company
INTO
BEAR NAKED, INC., a Delaware corporation
(under Section 264 of the General Corporation Law)**

It is hereby certified that:

1. The name and state of organization of each of the constituent business entities participating in the merger herein certified are as follows:

(i) Bear Naked, LLC, which is a limited liability company organized under the laws of the State of Connecticut (the "Merging Company"); and

(ii) Bear Naked, Inc., which is a corporation incorporated under the laws of the State of Delaware (the "Surviving Corporation").

2. An Agreement and Plan of Merger dated as of March 31, 2004, between the Merging Company and the Surviving Corporation (the "Plan"), has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 34-194 of the Limited Liability Act of the State of Connecticut and Section 264 of the General Corporation Law of the State of Delaware.

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Bear Naked, Inc.

4. The Certificate of Incorporation of the Surviving Corporation as in existence at the effective time of the Merger, shall become and be the Certificate of Incorporation of the Surviving Corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

*State of Delaware
Secretary of State
Division of Corporations
Delivered 04:44 PM 03/31/2004
FILED 04:44 PM 03/31/2004
SRV 040238264 - 3775691 FILE*

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Bear Naked, Inc.
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Bear Naked, Inc.,
a Delaware corporation

By: Brendan Synnott /s/
Name: Brendan Synnott
Title: Vice President