

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Phase Three, Inc

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

Citizenship (see guidelines)

Execution Date(s) 12/31/02

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Skate Direct, LLC

Internal Address: 110 Alley Inc

Street Address: 151 W. 26th St. 11th Fl

City: NY

State: NY

Country: US Zip: 10001

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other LLC Citizenship DE

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,332,567, 2,338,365, 2,695,754

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
Additional sheet(s) attached? Yes No

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

Name: Gina DiGirola

Internal Address: 110 Alley Inc

Street Address: 151 W. 26th St 11th Fl

City: NY

State: NY Zip: 10001

Phone Number: 212-244-4307

Fax Number: 212-244-4311

Email Address: gind@alloy.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

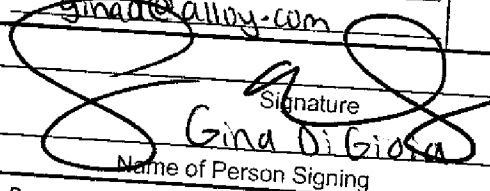
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:


Signature
Gina DiGirola
Name of Person Signing

11/30/2004

Date

Total number of pages including cover sheet, attachments, and document: 10

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$90.00 2332567

Recordation of Trademark**Name of Conveying Party/Current Registration**

Phase Three, Inc.

Name of Receiving Party

Skate Direct, LLC

Effective Date

- June 19, 2000: Central Coast Surfboards, Inc., a California company amended Articles of Incorporation to change name to Phase Three, Inc.
- December 31, 2002: Phase Three, Inc, (CA) merged with and into Phase Three Holdings, Inc., a Delaware company, with Phase Three Holdings, Inc., a Delaware company as the surviving company
- December 31, 2002: Phase Three Holdings, Inc., merged with and into Skate Direct, LLC, with Skate Direct LLC as the surviving company.

1066564

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF CENTRAL COAST SURFBOARDS, INC.

Michael Adamski and Scott Hackenberg certify that:

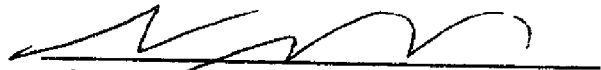
1. They are the chief executive officer and assistant secretary, respectively, of Central Coast Surfboards, Inc., a California corporation.

2. Article One of the Articles of Incorporation of this corporation is amended to read in full as follows:

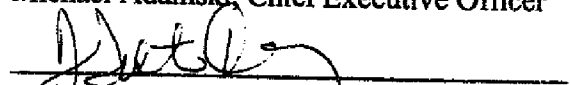
ONE: The name of this Corporation is Phase Three, Inc.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding voting shares of the corporation is 1,000 shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

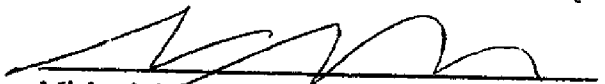


Michael Adamski, Chief Executive Officer




Scott Hackenberg, Assistant Secretary

The undersigned declare under penalty of perjury that the matters set forth in this certificate are true of their own knowledge. Executed at San Luis Obispo, California, on June 7, 2000.



Michael Adamski, Chief Executive officer



Scott Hackenberg, Assistant Secretary



FILED
in the office of the Secretary of State
of the State of California

JUN 19 2000


BILL JANTS, Secretary of State

Delaware

PAGE 1

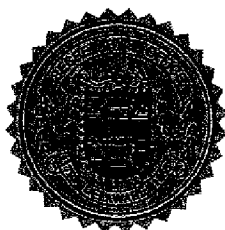
The First State

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 OWNERSHIP, WHICH MERGES:

"PHASE THREE, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "PHASE THREE HOLDINGS, INC." UNDER THE NAME OF "PHASE THREE HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF DECEMBER, A.D. 2002, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

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

3047287 8100M

020748869

AUTHENTICATION: 2132639

DATE TRADEMARK

REEL: 002994 FRAME: 0956

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 12/06/2002
020748869 - 3047287

CERTIFICATE OF OWNERSHIP

Merging

PHASE THREE, INC.
(a California corporation)

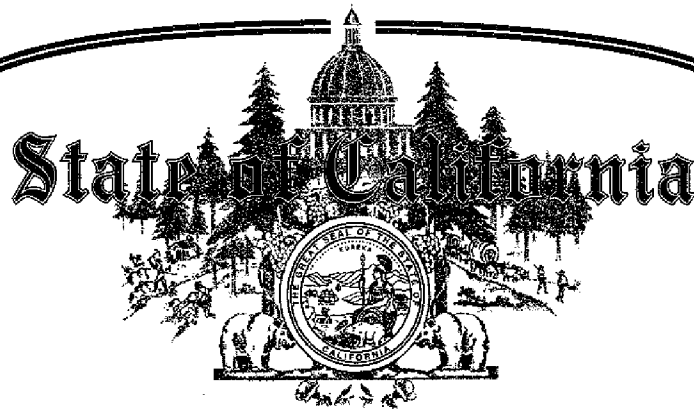
With and Into

PHASE THREE HOLDINGS, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Phase Three Holdings, Inc., a corporation organized on the 25th of May, 1999, under the name Big Daddy Holding Company, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that the Corporation owns all of the outstanding capital stock of Phase Three, Inc., a corporation incorporated on the 17th of February, 1982, under the name Central Coast Surfboards, Inc., pursuant to the provisions of the General Corporation Law of the State of California ("Subsidiary"), and that the Corporation, by a resolution of the Board of Directors duly adopted by written consent on the 4th day of December, 2002, determined to and did merge into itself the Subsidiary, which resolution is in the following words to wit:

"RESOLVED, that the Corporation merge the Subsidiary with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of the subsidiary be vested in, and held and enjoyed by, the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.

"RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the effective time when the Merger shall become effective, shall be December 31, 2002."



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

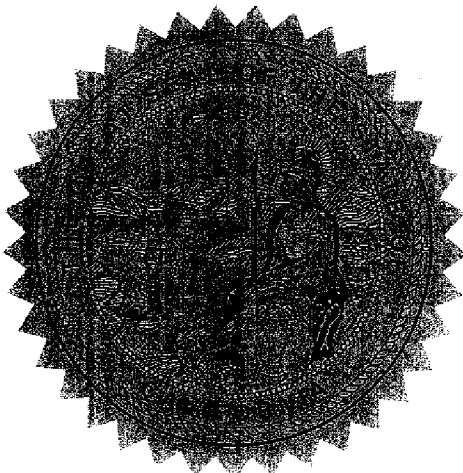
That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 13 2002

Bill Jones

Secretary of State



CERTIFICATE OF OWNERSHIP

Merging

PHASE THREE, INC.
(a California corporation)

With and Into

PHASE THREE HOLDINGS, INC.
(a Delaware corporation)

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC - 5 2002

BILL JONES, Secretary of State

**EFFECTIVE
DATE
DEC 31 2002**

To the Secretary of State
State of California

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the foreign parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of Delaware, and which is to be the surviving corporation under the merger herein certified, is Phase Three Holdings, Inc. (the "Corporation").
2. The name of the subsidiary corporation, which is a business corporation of the State of California, and which is to be the disappearing corporation under the merger herein certified, is Phase Three, Inc. (the "Subsidiary").
3. The Corporation owns 100% of the outstanding shares of the Subsidiary.
4. The Corporation was qualified to do business in the State of California on June 9, 1999.
5. The following is a copy of the resolution to merge the Subsidiary into the Corporation as adopted and approved by the Board of Directors of the Corporation:

"RESOLVED: That the Subsidiary be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in, and held and enjoyed by, the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.

"RESOLVED: That the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the effective time when the Merger shall become effective, shall be December 31, 2002.

"RESOLVED: The Subsidiary shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of California, and the Corporation shall continue its existence as the

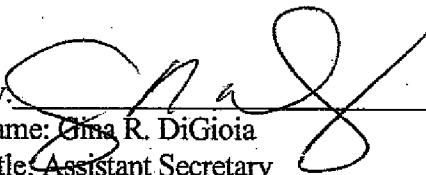
surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.

“RESOLVED: The issued shares of the Subsidiary shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Corporation is the owner of all outstanding shares of the Subsidiary, but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished.”

On the date set forth below, in the City of New York in the State of New York, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on December 4, 2002.

By: 
Name: Matthew C. Diamond
Title: Chief Executive Officer

By: 
Name: Gina R. DiGioia
Title: Assistant Secretary



Delaware

PAGE 1

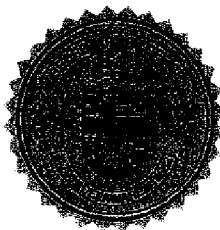
The First State

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:

"PHASE THREE HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "SKATE DIRECT, LLC" UNDER THE NAME OF "SKATE DIRECT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2002, AT 9:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

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

3591759 8100M

020797763

AUTHENTICATION: 2171081

DATE ~~TRADEMARK~~

REEL: 002994 FRAME: 0961

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 12/24/2002
020797763 - 3591759

CERTIFICATE OF MERGER

OF

PHASE THREE HOLDINGS, INC.
(a Delaware corporation)

AND

SKATE DIRECT, LLC
(a Delaware limited liability company)

Pursuant to Title 6, 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is Skate Direct, LLC, a Delaware limited liability company.
2. The name of the corporation being merged into this surviving limited liability company is Phase Three Holdings, Inc. The jurisdiction in which this corporation was formed is Delaware.
3. The Agreement of Merger has been approved and executed by both the corporation and the limited liability company.
4. The name of the surviving limited liability company is Skate Direct, LLC.
5. The merger is to become effective on and as of December 31, 2002.
6. The executed Agreement of Merger is on file at 151 West 26th Street, New York, New York 10001, the principal place of business of the surviving limited liability company.
7. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 21st day of December, 2002.

SKATE DIRECT, LLC


Gina R. DiGioia
Secretary