

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| CGI USA, Inc. | | 12/17/2004 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Charmant Group Inc., USA | | |
| Street Address: | 400 American Road | | |
| City: | Morris Plains | | |
| State/Country: | NEW JERSEY | | |
| Postal Code: | 07950 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 5 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1914105 | ARISTAR | |
| Serial Number: | 76584405 | CLUB BLUE | |
| Registration Number: | 2425673 | STEEL-EYEZ | |
| Registration Number: | 2492822 | SYNTHES-EYEZ | |
| Registration Number: | 2425672 | T-LINE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (609)924-3036 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 609-924-8555 | | |
| Email: | mselinka@mathewslaw.com | | |
| Correspondent Name: | Brooks R. Bruneau, Esq. | | |
| Address Line 1: | Mathews, Collins, Shepherd & McKay, P.A. | | |
| Address Line 2: | 100 Thanet Circle, Suite 306 | | |
| Address Line 4: | Princeton, NEW JERSEY 08540 | | |
| NAME OF SUBMITTER: | Brooks R. Bruneau | | |

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| Signature: | /Brooks R. Bruneau/ |
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| Date: | 01/03/2005 |
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| <p>Total Attachments: 4 source=Certificate of Merger and Name Change#page1.tif source=Certificate of Merger and Name Change#page2.tif source=Certificate of Merger and Name Change#page3.tif source=Certificate of Merger and Name Change#page4.tif</p> |
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Delaware

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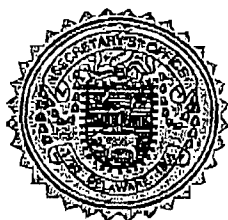
The First State

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:

"CHARMANT GROUP INC., USA", A NEW JERSEY CORPORATION, WITH AND INTO "CGI USA, INC." UNDER THE NAME OF "CHARMANT GROUP INC., USA", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2004, AT 12:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2004, AT 12:01 O'CLOCK A.M.

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



3893069 8100M

040936021

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3576867

DATE: 12-27-04

TRADEMARK
REEL: 003000 FRAME: 0061

State of Delaware
Secretary of State
Division of Corporations
Filed 12:04 PM 12/23/2004
FILED 12:04 PM 12/23/2004
040936021 - 3893069 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
CHARMANT GROUP INC., USA
INTO
CGI USA, INC.**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Charmant Group Inc., USA ("Charmant"), a corporation organized and existing under the laws of the State of New Jersey,

DOES HEREBY CERTIFY:

FIRST: That Charmant was incorporated on the 16th day of May, 1994 pursuant to the provisions of the Business Corporation Act of New Jersey, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That Charmant owns 100% of the outstanding shares of the capital stock of CGI USA, Inc. ("CGI USA"), a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware on the 9th day of December, 2004.

THIRD: That the Board of Directors of Charmant, by the unanimous written consent of its members, filed with the minutes of the Board on December 17, 2004, approved the merger of Charmant with and into CGI USA and adopted and approved a plan of merger to effect such merger and adopted the following unanimous written consent:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes and approves the Plan of Merger which provides for the merger (the "Merger") of Charmant with and into CGI USA, with CGI USA as the surviving corporation;

FURTHER RESOLVED, that CGI USA the Merger will be effective as of December 30, 2004 and upon and after the effective time of the Merger CGI USA will assume all of the obligations of Charmant.

FURTHER RESOLVED, that at the effective time of the Merger, CGI USA change its corporate name by amending Article 1 of the Certificate of Incorporation to read as follows: "Article 1 Name: The name of the corporation is Charmant Group Inc., USA (the "Corporation")."

FURTHER RESOLVED, that, upon completion of the Merger, the holder of the shares of common stock of Charmant will be converted into the right to receive an equivalent number of shares of the common stock of CGI USA and will have no further claims of any kind or nature. All shares of Charmant common stock

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converted pursuant to the Merger shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist as of the Effective Date, and each certificate previously representing any such shares of Charmant common stock shall cease to have any rights except it shall thereafter represent the right to receive with respect to each underlying share of Charmant common stock the equivalent number of shares of CGI USA, Inc. common stock into which the shares of Charmant common stock represented by such certificate have been converted pursuant to the Merger;

FURTHER RESOLVED, that CGI USA's appropriate officers (the "Authorized Officers"), or any of them, are hereby authorized and directed to execute and deliver the Plan of Merger with such revisions or changes therein and additions or amendments thereto as they deem necessary or advisable, the authority, of and approval by, such officers to make such revisions, changes, additions or amendments to be conclusively evidenced by their execution and delivery of the Plan of Merger or any amendment thereto, containing such revisions, changes, additions or amendments;

FURTHER RESOLVED, that the Authorized Officers are authorized, empowered and directed to use their best efforts to satisfy or cause to be satisfied the various conditions precedent to the transactions contemplated by the Plan of Merger, and in connection therewith, are authorized, empowered and directed to execute and deliver such other documents, certificates, papers and instruments as are necessary or appropriate in order to effectuate the intent and purpose of these resolutions and to consummate the transactions contemplated by the Plan of Merger, and the execution and delivery of any such documents, certificates, papers and instruments, is hereby ratified and approved; and

FURTHER RESOLVED, that the Board of Directors authorizes and approves the Merger as constituting a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), so as to cause the Merger to qualify as a "reorganization" under the provisions of Sections 368(a)(1)(A) and 368(a)(1)(F) of the Code.

FOURTH: That this merger has been approved by the holders of all of the outstanding shares of stock of Charmant by unanimous written consent, dated December 17, 2004, pursuant to Section 14A.5-6 of the New Jersey Business Corporation Act.

FIFTH: That this merger shall be effective as of ^{12:01 AM} [], Eastern Standard Time on December 30, 2004.

IN WITNESS WHEREOF, CHARMANT GROUP INC., USA has caused this Certificate of Ownership and Merger to be signed by an authorized officer this 17th day of December, 2004.

By: W M Ferraro
Authorized Officer
Name: William M. Ferraro
Title: Vice President