

10-13-2004

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

10/8/01

1. Name of conveying party(ies):

Fashion 21, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 02/25/02

2. Name and address of receiving party(ies)

Name: Forever 21, Inc.

Internal

Address: _____

Street Address: 200 S. Alameda St.

City: Los Angeles State: CA Zip: 90058

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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) 76/196459;
76/196458; 76/356399; 76/975955

B. Trademark Registration No.(s) 2067637; 2583457;
2873174

Additional number(s) attached Yes No

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

Name: Stanley R. Moore

Internal Address: _____

Street Address: Jenkens & Gilchrist, P.C.

1445 Ross Ave, Suite 3200

City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: _____

7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0447 (underpayment/overpayment)

DO NOT USE THIS SPACE

9. Signature.

Stanley R. Moore

Name of Person Signing

Signature

Oct 5, 2004

Date

Total number of pages including cover sheet, attachments, and document: 8

10/12/2004 NBETACIE 0000067 76196459

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

01 FC:8521
02 FC:8522

40.00 OP
150.00 OP

TRADEMARK
REEL: 003061 FRAME: 0157

CERTIFICATE OF OWNERSHIP AND MERGER**OF****FASHION 21, INC.
(a California corporation)****WITH AND INTO****FOREVER 21, INC.
(a Delaware corporation)**

It is hereby certified that:

1. Fashion 21, Inc. (the "Merging Corporation"), is a corporation organized and existing under the laws of the State of California, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. Forever 21, Inc. (the "Surviving Corporation"), is a corporation organized and existing under the laws of the State of Delaware.

3. Merging Corporation, as the owner of all of the outstanding shares of capital stock of Surviving Corporation, hereby merges itself into the Surviving Corporation.

4. The Board of Directors of Merging Corporation has determined to merge the Merging Corporation into the Surviving Corporation pursuant to Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law and has adopted the following resolutions as of February 25, 2002:

WHEREAS, Fashion 21, Inc., a California corporation (this "Corporation") owns 100% of the issued and outstanding shares of capital stock of Forever 21, Inc., a Delaware corporation ("Surviving Corporation"); and

WHEREAS, it is deemed to be advisable and in the best interests of this Corporation that this Corporation be reincorporated in the State of Delaware by merging itself with and into Surviving Corporation, with Surviving Corporation being the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, that the merger of this Corporation with and into Surviving Corporation, with Surviving Corporation being the surviving corporation, pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code (the "Merger"), so that the separate existence of this Corporation shall cease as soon as the

merger shall become effective, and thereupon this Corporation and the Surviving Corporation will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware, be, and hereby is, approved; and

RESOLVED FURTHER, that, the Merger will be effective (the "Effective Time") as prescribed by law;

RESOLVED FURTHER, that, upon the Effective Time, each issued and outstanding share of common stock of this Corporation shall be automatically converted into one (1) share of common stock of Surviving Corporation; and

RESOLVED FURTHER, that the issued shares of Surviving Corporation owned by this Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the Merger shall be surrendered and extinguished; and

RESOLVED FURTHER, that from and after the Effective Time, the Certificate of Incorporation and the By-laws of the Surviving Corporation shall be the Certificate of Incorporation and the By-laws of the Surviving Corporation as in effect immediately prior to such effective time and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law; and

RESOLVED FURTHER, that from and after the Effective Time, the members of the Board of Directors and officers of the Surviving Corporation shall be the members of the Board of Directors and the corresponding officers of the Surviving Corporation immediately before the Effective Time; and

RESOLVED FURTHER, that from and after the Effective Time, the Surviving Corporation shall assume all the liabilities of the Corporation and the assets and liabilities of this Corporation and of the Surviving Corporation shall be entered on the books of the Surviving Corporation at the amounts at which they shall be carried at such time on the respective books of this Corporation and of the Surviving Corporation, subject to such inter-corporate adjustments and eliminations, if any, as may be required to give effect to the Merger; and, subject to such action as may be taken by the Board of Directors of the Surviving Corporation, in accordance with generally accepted accounting principles, the capital and surplus of the Surviving Corporation shall be equal to the capital

and surplus of this Corporation and of the Surviving Corporation;
and

RESOLVED FURTHER, that, in the event that the Merger shall not be terminated, the proper officers of this Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of this Corporation, to submit the proposed Merger to the shareholders of this Corporation for consideration thereof; and

RESOLVED FURTHER, that, following approval of the Merger by the shareholders of this Corporation, the officers of this Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of this Corporation, to prepare and execute a Certificate of Ownership and Merger, and to file or cause to be filed said Certificate of Ownership and Merger with the Delaware Secretary of State and the California Secretary of State, and to execute such other documents and take such other actions as such officer or officers shall deem to be necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions.

5. The proposed merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors of Merging Corporation in accordance with the California Corporations Code and has been approved by the Board of Directors of Surviving Corporation in accordance with the provisions of the Delaware General Corporation Law.

6. The proposed merger has been approved by the written consent of 100% of the holders of the issued and outstanding shares of voting stock of Merging Corporation pursuant to Section 603(a) of the California Corporations Code.

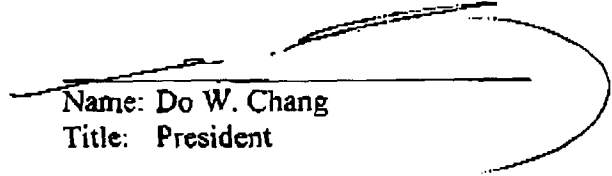
7. The name of the surviving entity in the merger herein certified is "Forever 21, Inc.", which will continue its existence as said surviving entity upon the effective date of the merger pursuant to the provisions of the Delaware General Corporation Law.

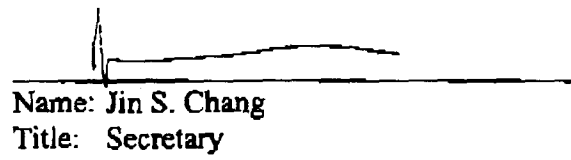
(Signature Page Follows)

IN WITNESS HEREOF, the undersigned have caused this certificate to be signed
this 28th day of February, 2002.

We further declare under penalty of perjury under the laws of the State of
California that the matters set forth in this certificate are true and correct of our own knowledge.

FASHION 21, INC.


Name: Do W. Chang
Title: President


Name: Jin S. Chang
Title: Secretary

**CERTIFICATE OF CORRECTION
TO
CERTIFICATE OF INCORPORATION
OF
FOREVER 21, INC.**

It is hereby certified that:

1. Forever 21, Inc. (the "Corporation") is a corporation organized and existing under the laws of the State of Delaware.

2. The Certificate of Incorporation of the Corporation (the "Certificate"), which was filed with the Secretary of State of the State of Delaware on February 21, 2002, requires correction as permitted by Section 103(f) of the General Corporation Law of the State of Delaware.

3. The inaccuracy to be corrected is as follows:

Article 4 of the Certificate incorrectly reflects that the number of authorized shares is Ten Thousand (10,000). The correct number of shares is Two Hundred Thousand (200,000).

4. Article 4 of the Certificate is corrected to read as follows:

"The total number of shares of stock which the corporation shall have authority to issue is Two Hundred Thousand (200,000), all of which shall be Common Stock; and the par value of each share shall be \$.001."

Executed on March 7, 2002

/s/ Do. W. Chang
Do W. Chang
President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 03/07/2002
020154676 - 3494445

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 "FOREVER 21, INC." AS RECEIVED AND FILED IN THIS OFFICE.**

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

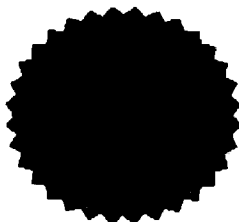
CERTIFICATE OF OWNERSHIP, FILED THE FOURTH DAY OF MARCH, A.D. 2002, AT 8 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE SEVENTH DAY OF MARCH, A.D. 2002, AT 2 O'CLOCK P.M.

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

3494445 8100H

040636458



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3328912

DATE: 09-01-04

**TRADEMARK
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CERTIFICATE OF INCORPORATION

OF

FOREVER 21, INC.

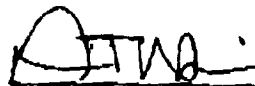
1. The name of the corporation is: Forever 21, Inc.
2. The address of its registered office in the State of Delaware is 9 East Loockerman Street, in the City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is National Registered Agents, Inc.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000), all of which shall be Common Stock; and the par value of each share shall be \$.001.
5. The name and mailing address of the incorporator is:

Eric T. Weiss
LATHAM & WATKINS
633 West Fifth Street, Suite 4000
Los Angeles, California 90071
6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the corporation.

7. Election of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

8. No director of this corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. (iii) under Section 174 of the General Corporation law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 21st day of February, 2002



Eric T. Weiss, Incorporator