

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/25/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Stone Boardwear, Inc.		04/25/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Volcom, Inc.
Street Address:	1740 Monrovia Avenue
City:	Costa Mesa
State/Country:	CALIFORNIA
Postal Code:	92627
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	1725875	VOLCOM
Registration Number:	2689830	VOLCOM
Registration Number:	2854244	VOLCOM
Serial Number:	76197468	VOLCOM
Serial Number:	76197466	
Registration Number:	2725181	
Registration Number:	2048820	VOLCOM
Registration Number:	2534210	VOLCOM
Registration Number:	2552549	
Registration Number:	2689825	
Serial Number:	76197467	
Registration Number:	2795310	VOLCOM
Registration Number:	2832418	

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Registration Number:	2335293	VEECO PRODUCTIONS
Registration Number:	2714311	VOLCOM ENTERTAINMENT
Registration Number:	2714315	VOLCOM EN"TER-TAIN'MENT
Serial Number:	78131352	MYSTIC RYDE
Registration Number:	2797305	VOLCOM
Registration Number:	2881768	
Serial Number:	78476623	VEECO PRODUCTIONS

CORRESPONDENCE DATA

Fax Number: (714)755-8290

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 650 Town Center Drive

Address Line 2: Suite 2000

Address Line 4: Costa Mesa, CALIFORNIA 92626

NAME OF SUBMITTER:	Rhonda DeLeon
Signature:	/Rhonda DeLeon/
Date:	04/29/2005

Total Attachments: 4

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Delaware

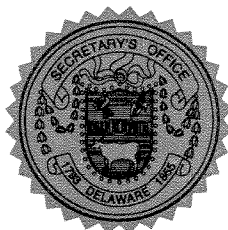
PAGE 1

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:

"STONE BOARDWEAR, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "VOLCOM, INC." UNDER THE NAME OF "VOLCOM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF APRIL, A.D. 2005, AT 3:42 O'CLOCK P.M.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3834536

DATE: 04-25-05

TRADEMARK
REEL: 003075 FRAME: 0822

CERTIFICATE OF OWNERSHIP AND MERGER

of

STONE BOARDWEAR, INC.,

a California corporation

into

VOLCOM, INC.,

a Delaware corporation

It is hereby certified that:

1. Stone Boardwear, Inc., (hereinafter called the "Corporation") is a corporation 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. The Corporation, as the owner of all of the outstanding shares of Common Stock of Volcom, Inc., hereby merges itself into Volcom, Inc., a corporation of the State of Delaware.

3. The following is a copy of the resolutions adopted on the 25th day of April, 2005, by the Board of Directors of the Corporation to merge the Corporation into Volcom, Inc.:

RESOLVED that the Corporation be reincorporated in the State of Delaware by merging itself into Volcom, Inc., pursuant to the laws of the State of California and the State of Delaware as hereinafter provided, so that the separate existence of the Corporation shall cease as soon as the merger shall become effective, and thereupon the Corporation and Volcom, Inc. will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of the Corporation shall become vested in and be held by Volcom, Inc. as fully and entirely and without change or diminution as the same were before held and enjoyed by the Corporation, and Volcom, Inc. shall assume all of the obligations of the Corporation.

(b) Each share of common stock, without par value, of the Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock, \$0.001 par value, of Volcom, Inc., and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of the Corporation shall automatically be and become holders of shares of Volcom, Inc. upon the basis above specified, whether or not certificates representing said shares are then issued and delivered. Each share of common stock, without par value, of the Corporation which shall be issued and held by it as a treasury share immediately prior to the effective time of the merger shall be converted into one share of common stock, \$0.001 par value, of Volcom, Inc. and shall be held in the treasury of Volcom, Inc. until sooner disposed of.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of the Corporation may surrender the same to Volcom, Inc. at its office located at 1740 Monrovia Avenue, Costa Mesa, California 92627 and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of Volcom, Inc. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of the Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of Volcom, Inc.

(d) Each share of common stock of Volcom, Inc. held by the Corporation which is issued and outstanding on the effective date of the merger shall be cancelled and shall cease to exist.

(e) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of Volcom, Inc. shall be the Certificate of Incorporation and the By-Laws of Volcom, Inc. as in effect immediately prior to such effective time.

(f) The members of the Board of Directors and officers of Volcom, Inc. shall be the members of the Board of Directors and the corresponding officers of Volcom, Inc. immediately before the effective time of the merger.

(g) From and after the effective time of the merger, the assets and liabilities of the Corporation and of Volcom, Inc. shall be entered

on the books of Volcom, Inc. at the amounts at which they shall be carried at such time on the respective books of the Corporation and of Volcom, Inc., subject to such inter-corporate adjustments or 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 Volcom, Inc., in accordance with generally accepted accounting principles, the capital and surplus of Volcom, Inc. shall be equal to the capital and surplus of the Corporation and of Volcom, Inc.

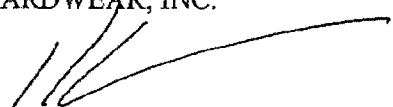
RESOLVED that, in the event that the proposed merger shall not be terminated, the proper officers of the Corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into Volcom, Inc. and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of California and Delaware in any other appropriate jurisdiction, necessary or proper to effect the merger.

4. The proposed merger herein certified has been adopted, approved, certified, executed, and acknowledged by Stone Boardwear, Inc. in accordance with the laws under which it is organized.

Executed on this 25th day of April, 2005.

STONE BOARDWEAR, INC.

By: _____


Douglas P. Collier
Chief Financial Officer

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