

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Monarch Luggage Co. of Delaware, Inc.		02/14/2000	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Monarch Luggage Co., Inc.		
Street Address:	8388 East Hartford Drive, Suite 102		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85288		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1095989	VERDI	
Registration Number:	1235291	MONARCH	
Registration Number:	1346150	LUCAS	
CORRESPONDENCE DATA			
Fax Number:	(212)806-2560		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	212-806-5400		
Email:	afisher@stroock.com		
Correspondent Name:	Laura E. Goldbard		
Address Line 1:	180 Maiden Lane		
Address Line 2:	Stroock & Stroock & Lavan LLP		
Address Line 4:	New York, NEW YORK 10038		
NAME OF SUBMITTER:	Laura E. Goldbard		
Signature:	/laura e. goldbard/		

CH \$90.00 1095989

Date:

08/01/2005

Total Attachments: 4

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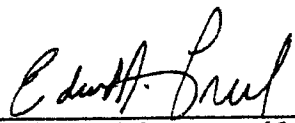
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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MONARCH LUGGAGE CO. OF DELAWARE, INC.", CHANGING ITS NAME FROM "MONARCH LUGGAGE CO. OF DELAWARE, INC." TO "MONARCH LUGGAGE CO., INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

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001146115

AUTHENTICATION: 0332413

DATE: 03-22-00

TRADEMARK
REEL: 003131 FRAME: 0903

RESTATED CERTIFICATE OF INCORPORATION
OF
MONARCH LUGGAGE CO. OF DELAWARE, INC.

Monarch Luggage Co. of Delaware, Inc., a corporation existing under the laws of the State of Delaware, which was originally incorporated under the name Monarch Luggage Co., Inc. (the "Corporation") on November 9, 1999, does hereby certify:

FIRST: That the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

1. The name of the corporation is:

Monarch Luggage Co., Inc.

2. The address of its registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

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 Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000), all of which shall be Common Stock; and the par value of each share shall be One Cent (\$.01).

5. 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.

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

7. No director of the 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 Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

SECOND: That, thereafter by written consent of the holders of a majority of the outstanding shares of voting stock of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware, the necessary number of shares required by Statute were voted in favor of the Restated Certificate of Incorporation.

THIRD: That this Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Monarch Luggage Co. of Delaware, Inc. has caused this

Restated Certificate of Incorporation to be signed by W. Louis Bissette III, its Vice President, this

14th day of February, 2000.

MONARCH LUGGAGE CO.
OF DELAWARE, INC.

By: 

Name: W. Louis Bissette III

Title: Vice President

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