

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/08/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Monarch Luggage Co., Inc.		05/08/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bay Travelgear, Inc.
Street Address:	8388 East Hartford Drive, Suite 102
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85288
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1095989	VERDI
Registration Number:	1235291	MONARCH
Registration Number:	1346150	LUCAS
Registration Number:	2662633	SPORTIF
Registration Number:	2723425	SPORTIF PERFORMANCE EQUIPMENT
Registration Number:	2583243	HEXAGON

CORRESPONDENCE DATA

Fax Number: (212)806-2560
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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

CH \$165.00 1095989

Address Line 4: New York, NEW YORK 10038

NAME OF SUBMITTER: Laura E. Goldbard

Signature: /laura e. goldbard/

Date: 08/02/2005

Total Attachments: 5
source=Monarch to Bay Travelgear#page1.tif
source=Monarch to Bay Travelgear#page2.tif
source=Monarch to Bay Travelgear#page3.tif
source=Monarch to Bay Travelgear#page4.tif
source=Monarch to Bay Travelgear#page5.tif

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:

"MONARCH LUGGAGE CO. INC.", A DELAWARE CORPORATION,
WITH AND INTO "BAY TRAVELGEAR, INC." UNDER THE NAME OF "BAY TRAVELGEAR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF MAY, A.D. 2003, AT 3:51 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3185934 8100M

AUTHENTICATION: 2410441

030304822

DATE: 05-12-03

TRADEMARK
REEL: 003132 FRAME: 0488

CERTIFICATE OF OWNERSHIP AND MERGER

OF

MONARCH LUGGAGE CO. INC.
(a Delaware corporation)

INTO

BAY TRAVELGEAR, INC.
(a Delaware corporation)

It is hereby certified that:

1. Monarch Luggage Co. Inc. (the "Corporation") is a corporation organized and existing under the laws of the State of Delaware.

2. The Corporation owns all of the outstanding shares of capital stock of Bay Travelgear, Inc., a corporation organized and existing under the laws of the State of Delaware.

3. The Board of Directors of the Corporation determined to merge the Corporation into Bay Travelgear, Inc. pursuant to Section 253 of the Delaware General Corporation Law and adopted the following resolutions as of May 8, 2003:

WHEREAS, it is deemed to be advisable and in the best interest of the Corporation that the Corporation merge with and into Bay Travelgear, Inc., its wholly-owned subsidiary ("Bay Travelgear");

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be merged with and into Bay Travelgear pursuant to Section 253 of the Delaware General Corporation Law (the "Merger"), so that the separate existence of the Corporation shall cease as soon as the Merger shall have become effective (the "Effective Date"), and that Bay Travelgear shall continue as the surviving corporation (the "Surviving Corporation"), governed by the laws of the State of Delaware, and continuing under the name "Bay Travelgear, Inc."; and

RESOLVED FURTHER, that the Merger shall have the effects as set forth in Section 259 of the Delaware General Corporation Law; and

RESOLVED FURTHER, that, on the Effective Date, each issued and outstanding share of common stock of Bay Travelgear shall be cancelled and each share of common stock of the

Corporation issued and outstanding immediately prior to the Effective Date shall be converted into and exchanged for one share of common stock of the Surviving Corporation; and

RESOLVED FURTHER, that the directors and officers of Bay Travelgear immediately prior to the Effective Date will be the directors and officers of the Surviving Corporation, in each case until their successors are elected and qualified; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to submit the terms of the Merger to the sole stockholder of the Corporation for consideration thereof; and

RESOLVED FURTHER, that, following approval of the Merger by the sole stockholder of the Corporation, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare or cause to be prepared, and to execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge the Corporation into Bay Travelgear, and to file or cause to be filed said Certificate of Ownership and Merger with the Delaware Secretary of State; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation and in its name, to enter into, execute, deliver and cause the Corporation to perform its obligations under, any and all such other agreements, instruments or documents, and to take or cause to be taken any and all such other actions as such officers may determine to be necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions, such determination to be conclusively evidenced by the execution and delivery of such agreements, instruments or documents or the taking of such action.

4. The foregoing resolutions approving the Merger were adopted by unanimous written consent of the Board of Directors of the Corporation in accordance with Section 141(f) of the Delaware General Corporation Law.

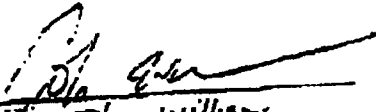
5. The Merger was approved by the sole stockholder of the Corporation by written consent pursuant to Section 228(a) of the Delaware General Corporation Law.

6. The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

(Signature Page Follows)

IN WITNESS WHEREOF, Monarch Luggage Co. Inc. has caused this certificate to
be signed by its CFO this 31 day of May, 2003.

MONARCH LUGGAGE CO. INC.

By: 
Name: John Williams
Title: CFO

9-1

LAL1065397A