

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/28/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Crocs, Inc.	FORMERLY Western Brands, LLC	06/28/2005	CORPORATION: COLORADO

**RECEIVING PARTY DATA**

Name:	Crocs, Inc.
Street Address:	6273 Monarch Park Place
City:	Niwot
State/Country:	COLORADO
Postal Code:	80503
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Serial Number:	78636356	BEACH
Serial Number:	78588878	CROC SKIN
Serial Number:	76520746	CROCS
Serial Number:	78645937	CROCS
Serial Number:	78636674	
Serial Number:	78642974	CROCS ORTHO
Serial Number:	78588875	CROCS SKIN
Serial Number:	78588872	CROCSKIN
Serial Number:	78465359	CROCSSTYLE
Serial Number:	78255148	GET A GRIP
Serial Number:	78660255	REZLITE
Serial Number:	78259000	THE SOLE OF SPORT

OP \$340.00 78636356

Serial Number:

78484156

THE TECHNOLOGY OF FASHION - FUNCTION - FUN

**CORRESPONDENCE DATA**

Fax Number: (303)447-7800

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

Phone: (303) 447-7700

Email: trademarkblldr@faegre.com

Correspondent Name: Elizabeth McGoogan Magnuson

Address Line 1: 1900 15th Street

Address Line 4: Boulder, COLORADO 80302-5414

NAME OF SUBMITTER:

Elizabeth McGoogan Magnuson

Signature:

/Elizabeth McGoogan Magnuson/

Date:

08/24/2005

Total Attachments: 3

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# Delaware

PAGE 1

*The First State*

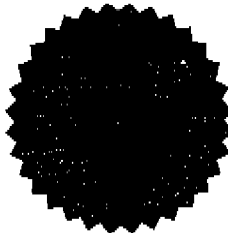
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CROCS, INC.", A COLORADO CORPORATION,  
WITH AND INTO "CROCS, INC." UNDER THE NAME OF "CROCS, INC.",  
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2005, AT 8:30 O'CLOCK P.M.

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

3935207 8100M

050540511



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3987678

DATE: 06-29-05

TRADEMARK

REEL: 003146 FRAME: 0017

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:34 PM 06/28/2005  
FILED 08:30 PM 06/28/2005  
SRV 050540511 - 3935207 FILE

**CERTIFICATE OF MERGER**

of

**CROCS, INC.,**  
a Colorado corporation

and

**CROCS, INC.,**  
a Delaware corporation

CROCS, INC., a Colorado corporation, and Crocs, Inc., a Delaware corporation, each hereby certify as follows in accordance with Section 252(c) of the Delaware General Corporation Law:

**FIRST:** The names of the corporations proposing to merge (the "Constituent Corporations") and the states under which such corporations are incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
CROCS, INC. ("CROCS Colorado")	Colorado
Crocs, Inc. ("CROCS Delaware")	Delaware

**SECOND:** An Agreement and Plan of Merger providing for the merger of CROCS Colorado with and into CROCS Delaware (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252(c) of the Delaware General Corporation Law (the "Merger Agreement").

**THIRD:** CROCS Delaware is the surviving corporation of the Merger.

**FOURTH:** The Certificate of Incorporation of CROCS Delaware shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** The executed Merger Agreement is on file at the principal office of CROCS Delaware located at 6273 Monarch Park Place, Niwot, Colorado 80503.

**SIXTH:** A copy of the Merger Agreement will be furnished by CROCS Delaware, on request and without cost, to any stockholder of any Constituent Corporation.

**SEVENTH:** CROCS Colorado is authorized to issue twenty five million (25,000,000) shares of Common Stock, without par value, and seven million (7,000,000) shares of Series A Preferred Stock, without par value.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as  
of the 28<sup>th</sup> day of June, 2005.

CROCS, INC.,  
a Colorado corporation

By: /s/ Ronald R. Snyder  
Name: Ronald R. Snyder  
Title: President and Chief Executive Officer

CROCS, INC.,  
a Delaware corporation

By: /s/ Ronald R. Snyder  
Name: Ronald R. Snyder  
Title: President and Chief Executive Officer

DNVRI:60299234.01