

07-07-2005

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

DEPARTMENT OF COMMERCE
Patent and Trademark Office



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103035346

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

C. 1605

1. Name of conveying party(ies):

Bluefly, Inc.
42 West 39th Street
New York, New York 10018

- Individual(s)
- General Partnership
- Corporation- State: New York
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance (Execution Date(s) :

Execution Date(s) February 2, 2001

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bluefly, Inc.

Internal

Address:

Street Address: 42 West 39th Street

City: New York

State: New York

Country: USA Zip: 10018

Association Citizenship

General Partnership Citizenship

Limited Partnership Citizenship

Corporation Citizenship Delaware

Other Citizenship

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)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)
76/448,511

B. Trademark Registration No.(s)
2,579,760, 2,419,337, 2,427,015, 2,384,259, 2,721,628, 2,545,644, 2,789,058, 2,285,615, 2,769,397

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Brian J. Winterfeldt, Esq.

Internal Address: Mintz Levin Cohn Ferris Glovsky & Popeo

Street Address: 701 Pennsylvania Avenue, NW

City: Washington

State: DC Zip: 20004

Phone Number: 202-434-7300

Fax Number: 202-434-7400

Email Address: bjwinterfeldt@mintz.com

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 265.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-0311

Authorized User Name Brian J. Winterfeldt

9. Signature: Brian J. Winterfeldt

Signature

June 16, 2005
Date

Brian J. Winterfeldt

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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225.00 DA

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01 FC: 6521
02 FC: 6522

AGREEMENT AND PLAN OF MERGER**OF****BLUEFLY, INC.**
(a New York corporation)**AND****BLUEFLY MERGER SUB, INC.**
(a Delaware corporation)

Agreement and Plan of Merger entered into on February 2, 2001 by Bluefly, Inc., a New York corporation, and Bluefly Merger Sub, Inc., a Delaware Corporation.

WHEREAS Bluefly, Inc. is a business corporation of the State of New York with its principal office therein located in City of New York, County of New York; and

WHEREAS the total number of shares of stock which Bluefly, Inc. has authority to issue is 17,000,000 of which 15,000,000 shares are Common Stock, par value of \$.01 each, and 2,000,000 is Preferred Stock.

WHEREAS Bluefly Merger Sub, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which Bluefly Merger Sub, Inc. has authority to issue is 1,000 shares of common stock, par value \$.01 per share; and

WHEREAS, all the outstanding shares of stock of Bluefly Merger Sub, Inc. are held by Bluefly, Inc.; and

WHEREAS the New York Business Corporation Law permits a merger of a business corporation of the State of New York with and into a business corporation of another jurisdiction; and

WHEREAS the Delaware General Corporation Law permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware,

WHEREAS Bluefly, Inc. and Bluefly Merger Sub, Inc. and their respective Boards of Directors deem it advisable and to the advantage, welfare, and best interests of the corporations and their respective stockholders to merge Bluefly, Inc. with and into Bluefly Merger Sub, Inc. pursuant to the provisions of the New York Business Corporation law and the Delaware General Corporation Law upon the terms and conditions hereinafter set forth;

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NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Bluefly, Inc. and approved by a resolution adopted by its Board of Directors and a majority of its stockholders, and being thereunto duly entered into by Bluefly Merger Sub, Inc. and approved by a resolution adopted by its Board of Directors and a majority of its stockholders, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

1. Bluefly, Inc. shall, pursuant to the provisions of the New York Business Corporation Law and the provisions of the Delaware General Corporation Law, be merged with and into Bluefly Merger Sub, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation". The separate existence of Bluefly, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time of the merger in accordance with the provisions of the New York Business Corporation Law.

2. At the effective time of the merger, the name of the surviving corporation shall be changed to Bluefly, Inc. and the Certificate of Incorporation of the surviving corporation shall be amended to read in its entirety as set forth in Exhibit A hereto.

3. The present by-laws of the surviving corporation will be the by-laws of the surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall remain in office and shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Certificate of Incorporation and by-laws of the surviving corporation.

5. At the effective time of the merger, each issued share of Common Stock of the terminating corporation shall be converted into one share of Common Stock of the surviving corporation and each share of preferred stock of the terminating corporation shall be converted into one share of Preferred Stock of the surviving corporation. The issued shares of the surviving corporation outstanding immediately prior to the effective time of the merger shall be canceled and cease to exist without being converted into any stock or other consideration whatsoever.

6. In the event that this Agreement and Plan of Merger shall have been duly approved and adopted on behalf of the terminating corporation in accordance with the provisions of the New York Business Corporation Law and on behalf of the surviving corporation in accordance with the provisions of the Delaware General Corporation Law, the corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New York and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of New York and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of each of the constituent corporations parties by a duly authorized officer thereof

Executed on this 2nd day of February, 2001.

BLUEFLY MERGER SUB, INC.

By: /s/ E. Kenneth Seiff
Name: E. Kenneth Seiff
Title: Chief Executive Officer and
President

BLUEFLY, INC.

By: /s/ E. Kenneth Seiff
Name: E. Kenneth Seiff
Title: Chief Executive Officer and
President