

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/18/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Richard Barry Marketing, Inc.		04/18/2006	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

Name:	Lumondi, Inc.
Street Address:	301 Poplar Avenue, Suite 8
City:	Mill Valley
State/Country:	CALIFORNIA
Postal Code:	94941
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Serial Number:	78593334	NIGHT OPS
Registration Number:	2329580	LUMINOX
Registration Number:	2750686	LUMINOX
Registration Number:	2125932	LUMI NOX

**CORRESPONDENCE DATA**

Fax Number: (212)509-9559  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2125095050  
 Email: thilo.agthe@wg-law.com  
 Correspondent Name: Thilo C. Agthe  
 Address Line 1: 100 Wall Street, 21st Floor  
 Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	1538-002
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OP \$115.00 78593334

NAME OF SUBMITTER:	Thilo C. Agthe
Signature:	/Thilo C. Agthe/
Date:	05/15/2006
Total Attachments: 3 source=MergerCertLumondi#page1.tif source=MergerCertLumondi#page2.tif source=MergerCertLumondi#page3.tif	

# Delaware

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*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:

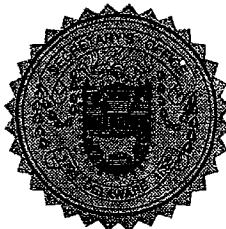
"RICHARD BARRY MARKETING GROUP, INC.", A NEW JERSEY CORPORATION,

WITH AND INTO "LUMONDI, INC." UNDER THE NAME OF "LUMONDI, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF APRIL, A.D. 2006, AT 4:56 O'CLOCK P.M.

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

4126074 8100M

060360547



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4677110

DATE: 04-19-06

TRADEMARK

REEL: 003309 FRAME: 0257

CERTIFICATE OF MERGER  
OF  
RICHARD BARRY MARKETING GROUP, INC., a New Jersey corporation  
INTO  
LUMONDI, INC., a Delaware corporation

Lumondi, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations are: Richard Barry Marketing Group, Inc., a New Jersey corporation (the "Disappearing Corporation), and Lumondi, Inc., a Delaware corporation (the "Surviving Corporation").

2. An Agreement and Plan of Merger, dated as of April 18, 2006, between the Disappearing Corporation and the Surviving Corporation (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Lumondi, Inc., a Delaware corporation.

4. The certificate of incorporation of the Surviving Corporation, as now in full force and effect, shall continue to be the certificate of incorporation of the surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, at 301 Poplar Avenue, Suite 8, Mill Valley, California 94941, Attention: Barry Cohen.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Disappearing Corporation or the Surviving Corporation.

7. The authorized capital stock of the Disappearing Corporation is 100 shares of Common Stock, without par value.

*[Signature Page Follows]*

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed in the name and on behalf of the Surviving Corporation by its authorized officer, as of the 18<sup>th</sup> day of April, 2006.

LUMONDI, INC.  
a Delaware Corporation

By:   
Name: Andre Bernheim  
Title: CEO