

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/31/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Creative Optics, Inc.		05/31/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Marcolin U.S.A., Inc.
Street Address:	7543 E Tierra Buena Lane
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85260
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1429050	NATIONAL OPTICAL CO.

CORRESPONDENCE DATA

Fax Number: (914)684-0304
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: jackie@lilling.com
 Correspondent Name: Jacqueline Zion
 Address Line 1: PO BOX 560
 Address Line 4: Goldens Bridge, NEW YORK 10526

NAME OF SUBMITTER:	Jacqueline Zion
Signature:	/JZ/
Date:	12/07/2006

Total Attachments: 3

900064222

**TRADEMARK
 REEL: 003440 FRAME: 0130**

OP \$40.00 1429050

source=DOC041#page1.tif
source=DOC040#page1.tif
source=DOC039#page1.tif

010531000 948

CERTIFICATE OF MERGER

OF

CREATIVE OPTICS, INC

into

MARCOLIN U.S.A., INC.

(Under Section 905 of the Business Corporation Law)

Filer:

Geoffrey Spolyar, Esq.
O'Melveny & Myers LLP
400 South Hope Street
Los Angeles, CA 90071

MAY 31 9 21 AM '01

Jcc's
STATE OF NEW YORK
DEPARTMENT OF STATE

MAY 31 2001

FILED
TAX S
BY: JAW

Suffolk

**DRAWDOWN
DELANEY - 30**

[Handwritten initials]

LA 328243.2

3

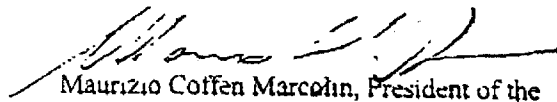
010531000 960

SIXTH: The merger of the subsidiary corporation into the surviving corporation has been authorized under the laws of the jurisdiction of incorporation of the subsidiary corporation.

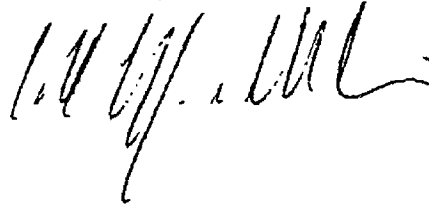
SEVENTH: The effective date of the merger herein certified shall be the 31st day of May, 2001

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed on this 31st day of May, 2001.


Maurizio Coffen Marcolin, President of the
surviving corporation

Cirillo Coffen Marcolin, Secretary of the
surviving corporation



✓010531000 948

CERTIFICATE OF MERGER

OF

CREATIVE OPTICS, INC.

into

MARCOLIN U.S.A., INC

(Under Section 905 of the Business Corporation Law)

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The laws of the jurisdiction of incorporation of the corporation named herein as the subsidiary corporation permit a merger of the kind certified herein.

THIRD: The name of the subsidiary corporation to be merged, which was organized under the laws of the State of Delaware, on June 29, 1995, is Creative Optics, Inc.

No Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on September 8, 1982, is Marcolin U.S.A., Inc.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

<u>Designation</u>	<u>Number</u>
<u>Common Stock</u>	<u>1,568,411</u>
<u>Series A Preferred Stock</u>	<u>7,750,000</u>

CIN

MARCOLIN

L.A. 928243 2