TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Magnivision, Inc.		12/31/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Magnivision Acquisition Corporation
Street Address:	500 George Washington Highway
City:	Smithfield
State/Country:	RHODE ISLAND
Postal Code:	02917
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3179974	HYPERFLEXX
Registration Number:	3192059	HYPERFLEXX
Serial Number:	77051222	ELEGANT EYES BY MAGNIVISION
Registration Number:	3159364	SIMPLY SPECS
Registration Number:	2725266	MAGNIVISION SO MUCH MORE TO SEE
Registration Number:	2369425	XTRASIGHT
Registration Number:	2044979	XTRAVISION
Registration Number:	1646467	REDI-READERS
Registration Number:	1507921	MAGNIVISION

CH $240.00 3179974

CORRESPONDENCE DATA

Fax Number: (703)749-1301

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

Phone: 703-749-1307
Email: wadykas@gtlaw.com
Correspondent Name: Steven J. Wadyka, Jr.
Address Line 1: 1750 Tysons Boulevard
Address Line 2: Suite 1200
Address Line 4: McLean, VIRGINIA 22102

ATTORNEY DOCKET NUMBER:	083557.068700
NAME OF SUBMITTER:	Steven J. Wadyka, Jr.
Signature:	/steven j. wadyka, jr./
Date:	02/08/2007

Total Attachments: 19
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Delaware

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:

"MAGNIVISION, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MAGNIVISION ACQUISITION CORPORATION" UNDER THE NAME OF "MAGNIVISION ACQUISITION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 12:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006.

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4276303 8100M

061194550

AUTHENTICATION: 5315621

DATE: 12-28-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:20 PM 12/28/2006
FILED 12:21 PM 12/28/2006
SRV 061194550 - 2337979 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MAGNIVISION, INC., a Delaware corporation
and a wholly-owned subsidiary of
MAGNIVISION ACQUISITION CORPORATION, a Florida corporation

MERGING
WITH AND INTO

MAGNIVISION ACQUISITION CORPORATION,
a Florida corporation

Under Section 253 of the General Corporation Law
of the State of Delaware

December 27, 2006

The undersigned officer of Magnivision Acquisition Corporation, a Florida corporation incorporated on July 27, 2004 (the "Corporation"), hereby certifies that:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

Name	State
Magnivision, Inc. (the "Merging Company")	Delaware
Magnivision Acquisition Corporation	Florida

SECOND: The Corporation is the holder of 100% of the outstanding shares of the capital stock of the Merging Company.

THIRD: The resolutions attached hereto as Exhibit A were duly adopted by the unanimous written consent of the Board of Directors of the Corporation on December 27, 2006, authorizing and approving the merger of the Merging Company with and into the Corporation, with the Corporation surviving the merger (the "Merger").

FOURTH: The effective date of the Merger shall be December 31, 2006.

FIFTH: The Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Merging Company, as well as for enforcement of any obligation of the surviving or resulting corporation arising from the merger or consolidation, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to § 262 of this title, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. A copy of such process shall be mailed by the Secretary of State of the State of Delaware to FGX International Inc., 500 George Washington Highway, Smithfield, RI 02917.

[Signature Page to Follow]

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IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first above written.

MAGNIVISION ACQUISITION
CORPORATION, a Florida corporation

By: _____
Name: Brian Lagarto
Title: CFO, Treasurer & Secretary

[Certificate of Merger]

Exhibit A

Resolutions of the Corporation

UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
MAGNIVISION ACQUISITION CORPORATION

December 27, 2006

Pursuant to Section 607.0821 of the Florida Business Corporation Act (the "FBCA"), the undersigned being all of the members of the Board of Directors (the "Board") of Magnivision Acquisition Corporation, a Florida corporation (the "Company"), does hereby take the following actions by written consent, adopt the following resolutions and agree that such resolutions shall be valid and effective corporate actions, as though such actions had been adopted by a meeting duly called and held:

Agreement and Plan of Merger

WHEREAS, it has been proposed that the Company enter into that certain Agreement and Plan of Merger, dated the date hereof (the "Plan of Merger"), by and between the Company and Magnivision, Inc., a Delaware corporation and the direct, wholly-owned subsidiary of the Company (the "Merging Company"), providing for the merger of the Merging Company with and into the Company, with the Company being the surviving entity; and

WHEREAS, the Company is the direct parent of the Merging Company owning 100% of the outstanding capital stock of the Merging Company; and

WHEREAS, the Board has been presented with and has reviewed (1) the Plan of Merger, substantially in the form attached hereto as Exhibit A and (2) the Articles of Merger, substantially in the form attached hereto as Exhibit B (the "Articles of Merger"); and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company that the Company execute and deliver the Plan of Merger and authorize the Company to file with the Secretary of State of the State of Florida the Articles of Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby adopts and approves the Plan of Merger pursuant to Sections 607.1104 and 607.1107 of the FBCA in all respects and all transactions contemplated thereby be, and they hereby are, adopted, approved, confirmed and ratified; and be it

FURTHER RESOLVED, that the Board or any authorized officer of the Company be, and each of them acting alone hereby is, authorized, empowered and directed on behalf of the Company to (1) execute and deliver the Plan of Merger or such other documents contemplated thereby, with such amendments thereto as such authorized officer shall deem necessary or advisable, such authorized officer's signature thereon to conclusively evidence such necessity or advisability and (2) file the Articles of Merger with the Secretary of State of the State of Florida, and to do all other acts as may be required, appropriate or necessary to carry out and perform the

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transactions contemplated by the Plan of Merger or other documents contemplated thereby; and be it

General Ratification

FURTHER RESOLVED, that in addition to and without limiting the foregoing, the Board or any authorized officer of the Company be, and each of them acting alone hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Company, all such instruments and documents as he may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by the Board or any authorized officer of the Company in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

[*Signature Page to Follow*]

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IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Unanimous Written Consent as of the date first set forth above.

BOARD OF DIRECTORS:

Jared Bluestein

Jennifer Stewart

Alec Taylor

IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Unanimous Written Consent as of the date first set forth above.

BOARD OF DIRECTORS:

_____
Jared Bluestein

_____
Jennifer Stewart

_____
Alec Taylor

December 28, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MAGNIVISION ACQUISITION CORPORATION
500 GEORGE WASHINGTON HWY
SMITHFIELD, RI 02917

Re: Document Number P04000110891

The Articles of Merger were filed December 28, 2006, effective December 31, 2006, for MAGNIVISION ACQUISITION CORPORATION, the surviving Florida entity.

The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H06000302829.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Carol Mustain
Document Specialist
Division of Corporations

Letter Number: 106A00072911

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State of Florida

Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 28, 2006 effective December 31, 2006, for MAGNIVISION ACQUISITION CORPORATION, the surviving Florida entity, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H06000302829. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this entity is P04000110891.

Authentication Code: 106A00072911-122806-P04000110891-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-eighth day of December, 2006

Sue M. Cobb

Sue M. Cobb
Secretary of State

ARTICLES OF MERGER

OF

MAGNIVISION, INC.

WITH AND INTO

MAGNIVISION ACQUISITION CORPORATION

December 27, 2006

Pursuant to the provisions of Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned hereby certify that:

1. Magnivision, Inc., a Delaware corporation (the "Merging Corporation") shall be merged with and into Magnivision Acquisition Corporation, a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation (such merger, the "Merger").

2. The Agreement and Plan of Merger, dated as of December 27, 2006, by and between the Surviving Corporation and the Merging Corporation, pursuant to which the Merger was approved and a copy of which is attached hereto as Exhibit A, was executed and adopted by the Merging Corporation and the Surviving Corporation in accordance with Section 253 of the Delaware General Corporation Law and Section 607.1104 of the Florida Business Corporation Act, and approved by joint unanimous written consent, dated December 27, 2006, of the board of directors and the sole stockholder of the Merging Corporation and unanimous written consent, dated December 27, 2006, of the board of directors of the Surviving Corporation.

3. The effective date of the Merger shall be December 31, 2006.

4. The address of the principal office of the Surviving Corporation is 500 George Washington Highway, Smithfield, Rhode Island 02917.

[*Signature Pages to Follow*]

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Merging Corporation and the Surviving Corporation by their respective authorized officers as of the date first above written.

Magnivision, Inc., a Delaware corporation

By: _____
Name: Brian Lagarto
Title: CFO, Treasurer & Secretary

Magnivision Acquisition Corporation, a Florida corporation

By: _____
Name: Brian Lagarto
Title: CFO, Treasurer & Secretary

[Signature Page to Articles of Merger]

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Exhibit A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") is made and entered into on December 27, 2006, by and between Magnivision Acquisition Corporation, a Florida corporation ("Magnivision Acquisition") and Magnivision, Inc., a Delaware corporation ("Magnivision").

WITNESSETH

WHEREAS, Magnivision is a wholly-owned subsidiary of Magnivision Acquisition; and

WHEREAS, Section 607.1107 of the Florida Business Corporation Act, as amended (the "FBCA"), authorizes the merger of a Florida corporation with a foreign corporation and Section 252 of the Delaware General Corporation Law (the "DGCL") authorizes the merger of a foreign corporation with a Delaware corporation; and

WHEREAS, Section 607.1104 of the FBCA authorizes a parent corporation owning at least 80% of the shares of a corporation to merge any such corporation with another such corporation and Section 253 of the DGCL authorizes a parent corporation owning at least 90% of the shares of a corporation to merge any such corporation with any other such corporation; and

WHEREAS, Magnivision Acquisition and Magnivision now desire to merge (the "Merger"), following which Magnivision Acquisition shall be the surviving corporation; and

WHEREAS, the Board of Directors of each of Magnivision Acquisition and Magnivision has approved the provisions of this Plan and the consummation of the Merger; and

WHEREAS, the sole stockholder of Magnivision has approved the provisions of this Plan and the consummation of the Merger.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and of the agreements, covenants and provisions hereinafter contained, and intending to be legally bound, Magnivision Acquisition and Magnivision hereby agree as follows:

1. MERGER. Subject to the terms and conditions of this Plan, at the Effective Time as defined in Section 7 of this Plan, Magnivision shall be merged with and into Magnivision Acquisition in accordance with Sections 607.1104 and 607.1107 of the FBCA and Sections 252 and 253 of the DGCL and any other applicable provisions of law. The separate corporate existence of Magnivision shall thereupon cease and Magnivision Acquisition shall be the surviving corporation.

2. EFFECT OF MERGER. Upon the Effective Time (as defined below), Magnivision Acquisition and Magnivision shall become a single Florida corporation, the separate existence of Magnivision shall cease, and in accordance with Section 607.1106 of the FBCA and Section 259 of the DGCL, all of the rights, privileges and powers of each of Magnivision Acquisition and Magnivision, and all property, real, personal and mixed, and all

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debts due to Magnivision Acquisition and/or Magnivision, as well as all other things and causes of action belonging to each of Magnivision Acquisition and Magnivision, shall be vested in Magnivision Acquisition as the surviving corporation, and shall thereafter be the property of Magnivision Acquisition as the surviving corporation as they were of each of Magnivision Acquisition and Magnivision, and the title to any real property vested by deed or otherwise, under the laws of the State of Florida and the State of Delaware, in either Magnivision Acquisition or Magnivision shall not revert or be in any way impaired by reason of the FBCA or the DGCL; but all rights of creditors and all liens upon any property of Magnivision Acquisition and/or Magnivision shall be preserved unimpaired, and all debts, liabilities and duties of each of Magnivision Acquisition and Magnivision shall thenceforth attach to Magnivision Acquisition as the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. ARTICLES OF INCORPORATION, BYLAWS AND DIRECTORS AND OFFICERS.

(a) The Articles of Incorporation and Bylaws of Magnivision Acquisition in effect immediately prior to the Effective Time shall not be amended in any respect by reason of the Merger and said Articles of Incorporation and Bylaws shall be the Articles of Incorporation and Bylaws of Magnivision Acquisition, as the surviving corporation, unless and until amended in accordance with their terms and applicable law.

(b) On and after the Effective Time, until changed in accordance with the Articles of Incorporation and Bylaws of Magnivision Acquisition, (i) the directors of Magnivision Acquisition shall be the directors of Magnivision Acquisition immediately prior to the Effective Time; and (ii) the officers of Magnivision Acquisition shall be the officers of Magnivision Acquisition immediately prior to the Effective Time.

4. MANNER AND BASIS OF CONVERTING SHARES. As a result of the Merger, (i) each share of Magnivision Acquisition common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall constitute the only shares of capital stock of Magnivision Acquisition issued and outstanding immediately after the Effective Time and (ii) each share of Magnivision common stock issued and outstanding immediately prior to the Effective Time shall be cancelled.

5. EXPENSES OF THE MERGER. Magnivision Acquisition, as the surviving corporation, shall pay all expenses of carrying this Plan into effect and accomplishing the Merger herein provided for.

6. FURTHER ASSIGNMENT OR ASSURANCE. If at any time Magnivision Acquisition, as the surviving corporation, shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to carry out any of the provisions of this Plan, the proper representatives of Magnivision as of the Effective Time shall do all things necessary or proper to do so.

7. EFFECTIVE TIME. After satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, Magnivision Acquisition, which shall be the surviving

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corporation of the Merger, shall file Articles of Merger, substantially in the form attached hereto as Exhibit A (the "Articles of Merger"), with the Secretary of State of the State of Florida and a Certificate of Ownership and Merger, substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"), with the Secretary of State of the State of Delaware and make all other filings or recordings required by Florida and/or Delaware law in connection with the Merger. The Merger shall become effective on December 31, 2006 (the "Effective Time").

8. TERMINATION AND AMENDMENT. Anything in this Plan or elsewhere to the contrary notwithstanding, this Plan and the Merger contemplated hereby may be abandoned either by Magnivision Acquisition or Magnivision, by an appropriate act of a duly authorized representative thereof, at any time prior to the Effective Time. This Plan may be amended in any respect by the mutual agreement of Magnivision Acquisition and Magnivision with such approvals as the FBCA and the DGCL requires.

9. DESCRIPTIVE HEADINGS. The descriptive section headings of this Plan are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

10. GOVERNING LAW. This Plan shall be construed in accordance with and governed by the laws of the State of Florida, without giving effect to principles of conflicts of law.

11. COUNTERPARTS. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effects as if the signatures thereto and hereto were upon the same instrument. This Plan shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

12. WAIVER OF STATUTORY MAILING REQUIREMENTS. Magnivision Acquisition, as sole shareholder of Magnivision, hereby approves this Merger and waives any right to receive by mail a copy or summary of the Plan.

[*Signatures Page to Follow*]

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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed by their respective authorized representatives as of the day and year first-above written.

MAGNIVISION ACQUISITION CORPORATION

By: _____
Name: Brian Lagarto
Title: CFO, Treasurer & Secretary

MAGNIVISION, INC.

By: _____
Name: Brian Lagarto
Title: CFO, Treasurer & Secretary

[Signature Page to Agreement and Plan of Merger]

TRADEMARK
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EXHIBIT A

Articles of Merger

106671317v3

EXHIBIT B

Certificate of Merger

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