

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aboutface Eyewear Marketing Corporation		01/01/2007	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Revision Eyewear Inc. / Lunetterie Revision Inc.
Street Address:	3575 Saint-Laurent Boulevard
Internal Address:	Suite 488
City:	Montreal, Quebec
State/Country:	CANADA
Postal Code:	H2X 2T7
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2723816	TRANSOLITE

CORRESPONDENCE DATA

Fax Number: (212)715-8000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-715-9205
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 Correspondent Name: Erica D. Klein
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ATTORNEY DOCKET NUMBER:	163945-00033C
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DOMESTIC REPRESENTATIVE

CH \$40.00 2723816

Name: Erica D. Klein
Address Line 1: 1177 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Erica D. Klein
Signature:	/Erica D. Klein/
Date:	03/15/2007

Total Attachments: 8
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Industry Canada Industrie Canada
Canada Business Loi canadienne sur
Corporations Act les sociétés par actions

I HEREBY CERTIFY THAT THE
ATTACHED IS A TRUE COPY OF THE
DOCUMENT MAINTAINED IN THE
RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE
DOCUMENT CI-JOINT EST UNE COPIE
EXACTE D'UN DOCUMENT CONTENU
DANS LES LIVRES TENUS PAR LE
DIRECTEUR.

Deputy Director - Directeur adjoint

Date



Canada



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

REVISION EYEWEAR INC.

LUNETTERIE REVISION INC.

440502-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

January 1, 2007 / le 1 janvier 2007

Date of Amalgamation - Date de fusion

Canada



1 -- Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion
REVISION EYEWEAR INC. / LUNETTERIE REVISION INC.

2 -- The province or territory in Canada where the registered office is to be situated / La province ou le territoire au Canada où se situera le siège social
Province of Quebec

3 -- The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
 See Schedule I-A annexed hereto and forming an integral part hereof.

4 -- Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
No transfer of shares will be affected without the consent of the directors expressed by resolution.

5 -- Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs
Min.: 1; Max.: 10

6 -- Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu
None

7 -- Other provisions, if any / Autres dispositions, s'il y a lieu
 See Schedule II-A annexed hereto and forming an integral part hereof.

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183
 184(1)
 184(2)

9 -- Name of the amalgamating corporations / Dénomination sociale des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Title / Titre	Tel. No. / N° de tél.
Revision Eyewear Inc. / Lunetterie Revision Inc.	396836-7		12-27-06	Director	
Aboutface Eyewear Marketing Corporation / Corporation de Marketing Lunetterie Aboutface	403625-5		12-27-06	Officer	

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SCHEDULE I-A

The authorized capital of the Corporation shall consist of an unlimited number of Class A, Class B and Class C Preferred shares (sometimes collectively referred to as the "**Preferred shares**") and an unlimited number of Class A and Class B Common shares (sometimes collectively referred to as the "**Common shares**"). The said shares shall be subject to the rights, privileges, restrictions and conditions as hereinafter stated:

DIVIDENDS

- (1) Subject to the provisions of the *Canada Business Corporations Act*:
 - (a) the holders of each class of Preferred shares shall in each year, in the discretion of the directors but always in preference and priority to any payment of dividends on the Common shares, be entitled out of any or all profits or surplus available for the payment of dividends to non-cumulative dividends of 8% per annum on an amount equal to the value of the consideration for which such shares were issued by the Corporation;
 - (b) the holders of each class of Common shares shall in each year, in the discretion of the directors, be entitled out of any or all profits or surplus available for the payment of dividends, after payment of the full dividends on the Preferred shares to non-cumulative dividends in such amounts as the directors may determine;
 - (c) except as hereinbefore provided and hereinafter provided at paragraph numbered (1)(d), nothing contained herein shall oblige the directors to declare any dividend on one class of shares before a dividend is declared on another class of shares;
 - (d) in the event that any Preferred shares of a particular class are tendered to the Corporation for purchase for cancellation, and the Corporation fails to purchase such shares so tendered in accordance with paragraph numbered (6) below, the holders of the Preferred shares of that class shall become entitled from a date which is thirty (30) days after tender to cumulative dividends at the rate of 8% per annum on an amount equal to the value of the consideration for which such shares were issued by the Corporation. No dividends shall be paid on any other class of Preferred shares (except any other class of Preferred shares in respect of which the holders previously became entitled to dividends pursuant to this paragraph) or the Common shares until such cumulative dividends have been paid; and
 - (e) with the exception of dividends paid in accordance with the foregoing paragraph numbered (1)(d), no dividends shall be paid on any class of Preferred shares or any class of Common shares if, as a result of the payment of such dividends, the fair market value of the assets of the Corporation less its liabilities would be reduced to an amount less than that which would be required by the Corporation to redeem or purchase for cancellation all Preferred shares then issued and outstanding.

PRIORITY IN CASES OF LIQUIDATION, DISSOLUTION

- (2) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary:
- (a) the holders of the Class A Preferred shares shall be entitled to receive in respect of each Class A Preferred share held by them, before any distribution of any part of the assets of the Corporation among the holders of any other class of Preferred shares and the Common shares, an amount equal to the consideration for which such share was issued by the Corporation, any dividends declared thereon and unpaid and any unpaid cumulative dividends;
 - (b) subject to the prior rights of the holders of the Class A Preferred shares, the holders of the Class B Preferred shares shall be entitled to receive in respect of each Class B Preferred share held by them, before any distribution of any part of the assets of the Corporation among the holders of the Class C Preferred shares and the Common shares, an amount equal to the consideration for which such share was issued by the Corporation, any dividends declared thereon and unpaid and any unpaid cumulative dividends;
 - (c) subject to the prior rights of the holders of the Class A and the Class B Preferred shares, the holders of the Class C Preferred shares shall be entitled to receive in respect of each Class C Preferred share held by them, before any distribution of any assets of the Corporation among the holders of the Common shares, an amount equal to the consideration for which such share was issued by the Corporation, any dividends declared thereon and unpaid and any unpaid cumulative dividends; and
 - (d) subject to the prior rights of the holders of the Preferred shares the holders of each class of Common shares shall be entitled to receive the remaining property of the Corporation, *pari passu*.

PARTICIPATION

- (3) The Preferred shares shall not confer any rights to participate in the profits or assets of the Corporation other than as described in the foregoing paragraphs numbered (1) and (2).

REDEMPTION BY THE CORPORATION

- (4) Subject to the provisions of the *Canada Business Corporations Act*, the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of any class of Preferred shares (except Class C Preferred shares) on payment of each share to be redeemed of an amount equal to the value of the consideration for which such shares were issued by the Corporation together with all dividends declared thereon and unpaid and any unpaid cumulative dividends.

In case a part only of a then outstanding class of Preferred shares is at any time to be redeemed, the shares to be so redeemed shall be selected by lot in such manner as the directors in their discretion may decide or, if the directors so determine may be redeemed

pro rata disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractions of shares. Not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed specifying the date and place or places of redemption.

If notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption dividends on the Preferred shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited. After the redemption price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of any Preferred shares called for redemption who have failed to present the certificates representing such shares within two (2) months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Preferred shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

- (5) Subject to the provisions of the *Canada Business Corporations Act*, the Corporation shall have the right at its option at any time and from time to time to purchase the whole or any part of any class of Preferred shares pursuant to tenders received by the Corporation upon request for tenders addressed to all holders of such class of Preferred shares or with the unanimous consent of all the holders of all issued Preferred shares of any class by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding an amount equal to the value of the consideration for which such shares were issued by the Corporation together with all dividends declared thereon and unpaid and any unpaid cumulative dividends. If, in response to an invitation for tenders, two or more shareholders submit tenders at the same price and such tenders are accepted by the Corporation in whole or in part, then, unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders in proportion, as nearly as may be, to the number of shares offered in each such tender.

SHAREHOLDER'S RIGHT OF REDEMPTION

- (6) Subject to the provisions of the *Canada Business Corporations Act*, any holder of Preferred shares may at any time tender all or part of his Preferred shares to the Corporation for purchase for cancellation by the Corporation and the Corporation shall purchase all Preferred shares so tendered within thirty (30) days of tender by payment for each share so tendered of an amount equal to the value of the consideration for which such share was issued by the Corporation together with all dividends declared thereon and unpaid and any unpaid cumulative dividends.

VOTING RIGHTS

- (7) The holders of the Class A Common shares and the Class C Preferred shares shall be entitled to attend all meetings of shareholders and shall have one vote thereat for each Class A Common share held and one vote for each Class C Preferred share held. Subject to the provisions of the *Canada Business Corporations Act* and the articles of the Corporation, the holders of the Class A and Class B Preferred shares and the Class B Common shares shall not be entitled to attend any meetings of shareholders and shall not, as such, have any voting rights.

CONVERSION

- (8) The Class A Common shares may, in accordance with the following provisions, be converted at any time by their holders into fully paid and non-assessable Class B Common shares of the Corporation on the basis of one Class B Common share for each Class A Common share issued. The stated capital account maintained for the Class A Common shares shall be reduced by the stated capital amount for each Class A Common share converted and the stated capital amount for the Class B Common shares shall be increased accordingly. Any holder of Class A Common shares wishing to convert his shares of such class into Class B Common shares may do so by forwarding a notice to this effect to the secretary of the Corporation together with the certificate or certificates representing the shares to be converted.

AMENDMENTS

- (9) No amendment to the articles of the Corporation for any of the purposes set out in subsection 176(1) of the *Canada Business Corporations Act*, in the articles of incorporation or for the purpose of altering, modifying or repealing any of the provisions of the foregoing paragraphs numbered (1) to (8) shall take effect without the approval of the holders of each class of Common shares and each class of Preferred shares, given in each case by a special resolution, in addition to any other approval required by the said Act.

SCHEDULE II-A

OTHER PROVISIONS

1. A holder of a fractional share shall be entitled to vote that fraction of a share and to receive dividends in respect of such fractional share.
2. The Directors of the Corporation may from time to time:
 - a) borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
 - b) issue or re-issue debentures or other debt obligations of the Corporation;
 - c) pledge or sell such debentures or other debt obligations for such sums and at such prices as may be deemed expedient; and
 - d) secure any such debentures, or other debt obligations, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real or personal, moveable or immoveable, property of the Corporation, and the undertaking and rights of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.