

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Amalgamation		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
1141905 Ontario Inc.		01/29/2004	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Clothing For Modern Times Ltd.		
<b>Street Address:</b>	300 Supertest Road		
<b>City:</b>	Toronto		
<b>State/Country:</b>	ONTARIO		
<b>Postal Code:</b>	M3J 2M2		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2966205	COSTA BLANCA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(513)651-6981		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(614) 559-7281		
<b>Email:</b>	bdowney@fbtlaw.com		
<b>Correspondent Name:</b>	Brian J. Downey		
<b>Address Line 1:</b>	2200 PNC Center, 201 East Fifth Street		
<b>Address Line 4:</b>	Cincinnati, OHIO 45202		
<b>ATTORNEY DOCKET NUMBER:</b>	80355/513825		
<b>NAME OF SUBMITTER:</b>	Brian J. Downey		
<b>Signature:</b>	/bjd/		
<b>Date:</b>	09/28/2007		

OP \$40.00 2966205

**Total Attachments: 13**

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Ministry of  
Consumer and  
Ontario Business Services  
**CERTIFICATE**

This is to certify that these articles  
are effective on

Ministère des Services  
aux consommateurs  
et aux entreprises  
**CERTIFICAT**  
Ceci certifie que les présents statuts  
entrent en vigueur le

**FEBRUARY 01 FÉVRIER, 2004**

**1606016**

Director / Directrice  
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

Form 4  
Business  
Corporations  
Act

Formule  
numéro 4  
Loi sur les  
compagnies

1. The name of the amalgamated corporation is: (Set Out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion (écrire en LETTRES MAJUSCULES SEULEMENT) :

C	L	O	T	H	I	N	G		F	O	R		M	O	D	E	R	N		T	I	M	E	S		L	T	D	.

2. The address of the registered office is:  
Adresse du siège social :

**300 SUPERTTEST ROAD**

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

**TORONTO**

**Ontario**

**M3J 2M2**

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

(Postal Code /  
Code postal)

3. Number of directors is/are: or minimum and maximum number of directors is/are:  
Nombre d'administrateurs : ou nombres minimum et maximum d'administrateurs :

Number  
Nombre

or minimum and maximum  
ou nombres minimum et maximum

4. The director(s) is/are:  
Administrateur(s):

First name, middle names  
and surname  
Prénom, autres prénoms et nom  
de famille

Address for service, giving Street & No. or R.R. No.,  
Municipality, Province, Country and Postal Code  
Domicile élu, y compris la rue et le numéro ou le  
numéro de la R.R. le nom de la municipalité, la  
province, le pays et le code postal

Resident Canadian  
State 'Yes or No'  
Résident canadien  
Oui/Non

Arif Noormohamed

7 Truman Road, North York, Ontario  
M2L 2L4

Yes

5. Check a or B  
 Cocher A ou B

- A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
- A) *Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

or  
 ou

- B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
- (B) *Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
*Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de*

and are more particularly set out in these articles.  
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des société qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> Year / année Month / mois Day / jour
Clothing for Modern Times Ltd.	1308754	January 29 , 2004
1141905 Ontario Inc.	1141905	January 29 , 2004

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :*

The Corporation is authorized to issue an unlimited number of common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:  
*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :*

Not applicable.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes :*

No share shall be transferred without either: (i) the consent of the directors of the Corporation given in accordance with this paragraph; or (ii) the consent of shareholders holding shares which carry more than 50% of the voting rights of all shares outstanding and entitled to vote at such time given in accordance with this paragraph. The consent of the directors of the Corporation under (i) above shall be expressed by a resolution passed at a meeting of the directors of the Corporation or by an instrument or instruments in writing signed by a majority of the directors of the Corporation. The consent of the shareholders under (ii) above shall be expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by shareholders holding more than 50% of such voting rights.

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

- (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (b) Any invitation to the public to subscribe for any securities of the Corporation is prohibited.
- (c) In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may without authorization of the shareholders:
- (i) borrow money upon the credit of the Corporation;
  - (ii) issue, re-issue, sell or pledge debt obligations of the Corporation; and
  - (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A"*

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".*

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.  
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

CLOTHING FOR MODERN TIMES LTD.

Per: [Signature]  
Authorized Signing Officer

1141905 ONTARIO INC.

Per: [Signature]  
Authorized Signing Officer



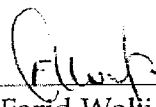
**SCHEDULE "A"**

**Statement of Director or Officer  
Under Subsection 178(2) of  
the Business Corporations Act (Ontario)**

I am the Controller of 1141905 Ontario Inc. ("Costa") and Clothing for Modern Times Ltd. ("CMT"). I have conducted such examinations of the books and records of Costa and CMT (the "Amalgamating Corporations") as are necessary to enable me to make this statement. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario) (the "Act"). In my capacity as the Controller of Costa and CMT, I state that:

1. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is, and the corporation continuing from the amalgamation of the Amalgamating Corporations (the "Corporation") will be, able to pay its liabilities as they become due, and
  - (b) the realizable value of the Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
2. There are reasonable grounds for believing that:
  - (a) no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation; or
  - (b) adequate notice has been given by each of the Amalgamating Corporations to all known creditors of each of the Amalgamating Corporations in accordance with the provisions of subsection 178(2)(b) of the Act; and
3. No creditor of either of the Amalgamating Corporations has notified either of the Amalgamating Corporations that such creditor objects to the amalgamation.

DATED January 29, 2004.

  
\_\_\_\_\_  
Name: Farid Walji

Title: Controller

SCHEDULE "B"

AMALGAMATION AGREEMENT

Amalgamation Agreement dated January 30, 2004 between Clothing for Modern Times Ltd. ("CMT") and 1141905 Ontario Inc. ("1141905").

RECITALS

- (a) CMT was amalgamated under the Act (as defined below) by Certificate and Articles of Amalgamation dated August 7, 1998, as amended.
- (b) 1141905 was incorporated under the Act by Certificate and Articles of Incorporation dated August 3, 1995.
- (c) CMT is authorized to issue an unlimited number of common shares, an unlimited number of Class A common shares, and an unlimited number of preference shares. One (1) common share is issued and outstanding as of the date of this Agreement and will be issued and outstanding immediately prior to the Effective Date (as defined below).
- (d) 1141905 is authorized to issue an unlimited number of common shares, of which one (1) common share is issued and outstanding as of the date of this Agreement and will be issued and outstanding immediately prior to the Effective Date (as defined below).
- (e) CMT and 1141905 have fully and completely disclosed to each other their respective assets and liabilities.
- (f) CMT and 1141905 have agreed to amalgamate and continue as one corporation on the terms contained in this Agreement.

In consideration of the foregoing and the mutual agreements contained in this Agreement (the receipt and adequacy of which are acknowledged), the parties agree as follows:

**Section 1 Definitions.**

(1) In this Agreement:

"Act" means the *Business Corporations Act* (Ontario).

"Agreement" means this amalgamation agreement.

"Amalgamating Corporations" means CMT and 1141905.

"Corporation" means the corporation continuing from the amalgamation of the Amalgamating Corporations.

**"Effective Date"** means the date set out on the certificate endorsed by the Director appointed under the Act on the articles of amalgamation giving effect to the amalgamation of the Amalgamating Corporations.

- (2) Unless the context otherwise requires, all terms used in this Agreement which are defined in the Act have the respective meanings given to them in the Act.

**Section 2 Amalgamation.**

The Amalgamating Corporations agree to amalgamate on the Effective Date under the provisions of the Act and to continue as one corporation on the terms contained in this Agreement.

**Section 3 Name of Corporation.**

The name of the Corporation shall be Clothing for Modern Times Ltd.

**Section 4 Registered Office.**

The location of the registered office of the Corporation shall be 300 Supertest Road, North York, Ontario M3J 2M2.

**Section 5 Business and Powers.**

There shall be no restrictions on the business that the Corporation may carry on or on the powers that the Corporation may exercise.

**Section 6 Authorized Share Capital.**

The classes and any maximum number of shares that the Corporation shall be authorized to issue is an unlimited number of Common Shares, without par or nominal value.

**Section 7 Share Transfer Restrictions.**

The right to transfer shares of the Corporation shall be restricted. No share shall be transferred without (i) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors, or (ii) the approval of the holders of at least a majority of the Common Shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

**Section 8 Limitation on Number of Shareholders and Prohibition on Public Offering.**

- (1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have

continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

- (2) Any invitation to the public to subscribe for any securities of the Corporation is prohibited.

**Section 9 Number of Directors and First Directors.**

- (1) The number of directors of the Corporation shall be a minimum of 1 and a maximum of 10, until changed in accordance with the Act.
- (2) Until changed by the shareholders of the Corporation, or by the directors of the Corporation if authorized by the shareholders of the Corporation, the number of directors of the Corporation shall be one.
- (3) The first director(s) of the Corporation shall be the following:

<u>Name</u>	<u>Residence Address</u>	<u>Resident Canadian</u>
Arif Noormohamed	7 Truman Drive Toronto, ON M2L 2L4	Yes

The first director(s) named above shall hold office until the later of the close of the first annual meeting of shareholders of the Corporation and the date on which their successors are elected or appointed.

**Section 10 By-laws.**

The Corporation shall adopt new by-laws upon amalgamation. Prior to the Effective Date, a copy of such by-laws may be examined at the offices of Stikeman Elliott LLP, 199 Bay Street, Suite 5300, Commerce Court West, Toronto, Ontario, M5L 1B9 at any time during regular business hours.

**Section 11 Conversion or Cancellation of Shares of Amalgamating Corporations.**

On the Effective Date, the issued and outstanding shares in the capital of the Amalgamating Corporations shall be converted into fully paid and non-assessable shares of the Corporation or shall be cancelled without any repayment of capital in respect of such shares, as follows:

- (a) the one (1) issued and outstanding common share of CMT, which is at the date of this Agreement and will be at the Effective Date held by or on behalf of 928338 Ontario Inc., shall be converted into one thousand (1000) issued and outstanding Common Shares of the Corporation on the basis of

one common share of CMT for one thousand (1000) Common Shares of the Corporation; and

- (b) the one (1) issued and outstanding share of 1141905, which is at the date of this Agreement and will be at the Effective Date held by or on behalf of 928338 Ontario Inc., shall be cancelled without any repayment of capital in respect of such shares and shall not be converted into shares of the Corporation.

**Section 12 Stated Capital.**

The stated capital attributable to each class of shares of the Corporation issuable pursuant to Section 11 shall be the aggregate of the stated capital attributable to the shares of the Amalgamating Corporations converted into shares of the Corporation of that class.

**Section 13 Share Capital.**

Immediately upon the Effective Time, the following shareholder of the Corporation shall be the registered and beneficial holder of the number, class and percentage of shares set out opposite its name.

<u>Name of Shareholder</u>	<u>Number of Common Shares</u>	<u>Percentage</u>
928338 Ontario Inc.	1000 Common Shares	100%

**Section 14 Replacement Share Certificates.**

After the Effective Date, the shareholders of the Amalgamating Corporations shall, when requested by the Corporation, surrender for cancellation the certificates representing the shares held by them in the Amalgamating Corporations and shall be entitled to receive certificates for shares of the Corporation issuable to them pursuant to Section 11.

**Section 15 Effect of Amalgamation.**

Upon the Effective Date:

- (a) the Amalgamating Corporations are amalgamated and continue as the Corporation as contemplated by this Agreement;
- (b) the Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and

quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;

- (c) a conviction against, or ruling, order or judgment in favour or against an Amalgamating Corporation may be enforced by or against the Corporation;
- (d) the articles of amalgamation are deemed to be the articles of incorporation of the Corporation and, except for the purposes of subsection 117(1) of the Act, the certificate of amalgamation is deemed to be the certificate of incorporation of the Corporation; and
- (e) the Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the Effective Date.

**Section 16 Termination.**

At any time before the Effective Date, this Agreement may be terminated by the directors of an Amalgamating Corporation, notwithstanding the approval of this Agreement by the shareholders of all or any of the Amalgamating Corporations.

**Section 17 Further Assurances.**


Each of the Amalgamating Corporations shall execute and deliver all other documents and do all acts or things as may be necessary or desirable to give effect to this Agreement.

**Section 19 Governing Law.**

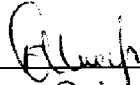
This Agreement shall be governed by and interpreted and enforced in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

**IN WITNESS WHEREOF** the parties have executed this Agreement.

**CLOTHING FOR MODERN TIMES LTD.**

By:   
Name: ~~Arif Noor Mohamed~~ Farid Walji (F)  
Title: ~~President~~ Controller

**1141905 ONTARIO INC.**

By:   
Name: ~~Lupa Quintana~~ Farid Walji (F)  
Title: ~~President~~ Controller