

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Timex Corporation		04/16/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Timex Group USA, Inc.		
<b>Street Address:</b>	555 Christian Road		
<b>City:</b>	Middlebury		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06762		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2595392	HELIX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)813-5901		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	astrickland@frosszelnick.com		
<b>Correspondent Name:</b>	Fross Zelnick Lehman & Zissu, P.C>		
<b>Address Line 1:</b>	866 United Nations Plaza		
<b>Address Line 4:</b>	New York, NEW YORK 10017		
<b>ATTORNEY DOCKET NUMBER:</b>	HELIX		
<b>NAME OF SUBMITTER:</b>	Katherine H. Callini		
<b>Signature:</b>	/Katherine H. Callini/		
<b>Date:</b>	04/23/2008		

**CH \$40.00 2595392**

Total Attachments: 4

**900104831**

**TRADEMARK  
 REEL: 003764 FRAME: 0721**

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# Delaware

PAGE 1

*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 RESTATED CERTIFICATE OF "TIMEX CORPORATION", CHANGING ITS NAME FROM "TIMEX CORPORATION" TO "TIMEX GROUP USA, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A.D. 2008, AT 11:39 O'CLOCK A.M.

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



0732704 8100

080436999

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6531690

DATE: 04-17-08

TRADEMARK  
REEL: 003764 FRAME: 0723

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
TIMEX CORPORATION

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TIMEX CORPORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is TIMEX CORPORATION. The name under which it was originally incorporated is T M WATCH CORPORATION.
2. The original Certificate of Incorporation of the corporation was filed with the Secretary of State on November 6, 1969.
3. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by changing the name of the Corporation.
4. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended or supplemented hereby to read as herein set forth in full:

ARTICLE I

The name of the corporation (hereinafter called the Corporation) is Timex Group USA, Inc.

ARTICLE II

The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The Corporation shall have authority to issue common stock, having no par value: The number of shares of Common stock that the Corporation is authorized to issue is three thousand (3,000).

ARTICLE V

Election of directors need not be by written ballot unless and to the extent that the By-Laws of the Corporation shall so provide.

ARTICLE VI

The Board of Directors is expressly authorized and empowered to make, adopt, alter, amend and repeat from time to time the By-Laws of the Corporation, subject to the power of the stockholders of the Corporation to alter and repeal any By-Laws made by the Board of Directors.

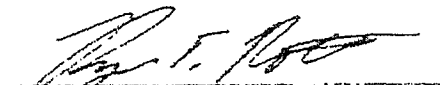
The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and by this Certificate of Incorporation; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserve in this Article.

ARTICLE VII

The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and by this Certificate of Incorporation; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserve in this Article.

5. This Amended and Restated Certificate of Incorporation was duly adopted by written consent of the sole stockholder in accordance with the applicable provisions of Section 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have signed this certificate this 15<sup>th</sup> day of April, 2008.

  
Ryan T. Roth  
Assistant Secretary

Attest:

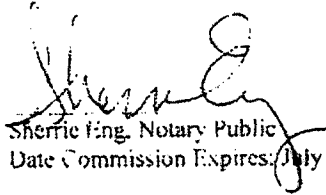


STATE OF CONNECTICUT

COUNTY OF NEW HAVEN ss. Middlebury

On this the 15<sup>th</sup> day of April, 2008, before me, Sherric Eng, the undersigned officer, personally appeared Ryan F. Roth, who acknowledged himself to be the Assistant Secretary of Timex Corporation., a Delaware Corporation, and that he as such Assistant Secretary, being authorized so to do executed the foregoing instrument for the same for the purposes therein contained, by signing the name of the corporation by himself as Assistant Secretary.

In witness whereof I hereunto set my hand.

  
Sherric Eng, Notary Public  
Date Commission Expires: July 31, 2012