

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/29/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aerogroup International Holdings, Inc.		06/27/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Aerogroup International Holdings LLC
Street Address:	201 Meadow Road
City:	Edison
State/Country:	NEW JERSEY
Postal Code:	08817
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	2659208	AEROSOLE
Registration Number:	2737666	A
Registration Number:	2836671	AEROSOLE
Registration Number:	2190880	AEROSOLE
Registration Number:	2190746	AEROSOLE
Registration Number:	2914111	A 2
Registration Number:	2632787	AEROLOGY
Registration Number:	1756927	AEROSOLE
Registration Number:	2886564	AEROSOLE SIGNATURE
Registration Number:	3187230	BLINDSEAM
Registration Number:	1953875	
Registration Number:	3079809	SOLE A BY AEROSOLE

CH \$590.00 2659208

Registration Number:	3225746	STITCH N TURN
Registration Number:	3225747	STITCH N TURN
Registration Number:	3109987	TWIST & SHOUT
Registration Number:	2055618	WHAT'S WHAT
Registration Number:	2610621	WHAT'S WHAT
Registration Number:	3187362	WRAP'D
Registration Number:	3187363	WRAP'D
Registration Number:	2648060	AEROSOLES
Serial Number:	77156264	INVISISEAM
Registration Number:	3184925	FLEXATION BY AEROSOLES
Registration Number:	3417659	FLEXATION

CORRESPONDENCE DATA

Fax Number: (914)723-4301
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 914-723-4300
Email: rduff@lslp.com
Correspondent Name: Renee L. Duff
Address Line 1: Lackenbach Siegel LLP
Address Line 2: One Chase Road
Address Line 4: Scarsdale, NEW YORK 10583

ATTORNEY DOCKET NUMBER:	AEROG. MERGER
NAME OF SUBMITTER:	Renee L. Duff
Signature:	/RLD/
Date:	07/19/2008

Total Attachments: 3
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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 CERTIFICATE OF MERGER, WHICH MERGES:

"AEROGROUP INTERNATIONAL HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "AEROGROUP INTERNATIONAL HOLDINGS LLC" UNDER THE NAME OF "AEROGROUP INTERNATIONAL HOLDINGS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2008, AT 2:32 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF JUNE, A.D. 2008, AT 12:01 O'CLOCK A.M.

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

4552969 8100M

080738901



You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6695089

DATE: 06-27-08
TRADEMARK

REEL: 003818 FRAME: 0890

CERTIFICATE OF MERGER

of

AEROGROUP INTERNATIONAL HOLDINGS, INC.
(a Delaware corporation)

and

AEROGROUP INTERNATIONAL HOLDINGS LLC
(a Delaware limited liability company)

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(i) Aerogroup International Holdings, Inc., a Delaware corporation company (the "*Terminating Corporation*"); and

(ii) Aerogroup International Holdings LLC, a Delaware limited liability company (the "*Surviving Company*").

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of Section 264(c) of the General Corporation Law of the State of Delaware ("*GCL*"), and of Section 18-209(b) of the Delaware Limited Liability Company Act ("*LLCA*"), and by written consent of the sole stockholder of the Terminating Corporation pursuant to Section 228(e) of the GCL.

3. The name of the Surviving Company in the merger herein certified is Aerogroup International Holdings LLC, which will continue its existence as the Surviving Company under the name Aerogroup International Holdings LLC upon the effective time of said merger, which shall be 12:01 a.m., June 29, 2008 pursuant to the provisions of the Agreement and Plan of Merger.

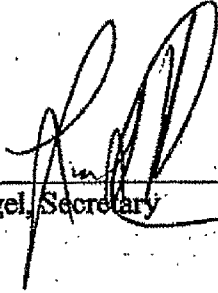
The Certificate of Formation of the Surviving Company shall continue to be the Certificate of Formation of said Surviving Company until further amended and changed in accordance with the provisions of the LLCA.

4. A copy of the executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at the principal place of business of the Surviving Company, the address of which is: 201 Meadow Road, Edison, New Jersey 08817.

5. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the Surviving Company, on request, and without cost, to any member of the Surviving Company or any stockholder of the Terminating Corporation.

Dated: as of June 27, 2008

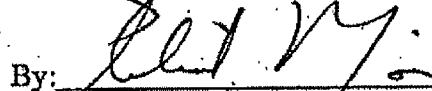
ATTEST:



Linda I. Vogel, Secretary

AEROGROUP INTERNATIONAL
HOLDINGS LLC

By: Aerogroup Retail Holdings, Inc., Manager



Name: Richard Morris

Title: Exec. Vice Pres. + CFO