

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CERTIFICATE OF OWNERSHIP AND MERGER | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| BREAKFREE, INC. | | 12/28/2005 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | ARMOR ACCESSORIES, INC. | | |
| Street Address: | 13386 International Parkway | | |
| City: | Jacksonville | | |
| State/Country: | FLORIDA | | |
| Postal Code: | 32218 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2901755 | CARBON CUTTER | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)245-3009 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 212-519-5192 | | |
| Email: | skaplan@kanekessler.com | | |
| Correspondent Name: | Susan S. Kaplan | | |
| Address Line 1: | 1350 Avenue of the Americas | | |
| Address Line 2: | Kane Kessler, P.C. | | |
| Address Line 4: | New York, NEW YORK 10019 | | |
| ATTORNEY DOCKET NUMBER: | 2198-2005 | | |
| NAME OF SUBMITTER: | Susan S. Kaplan | | |
| Signature: | /susan s. kaplan/ | | |
| Date: | 09/04/2008 | | |

OP \$40.00 2901755

Total Attachments: 3

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

BREAK-FREE INC.
a Delaware corporation

AND

ARMOR ACCESSORIES, INC.
a Delaware corporation

Pursuant to Section 253 of the General Corporation Law of Delaware

It is hereby certified that:

1. The constituent business entities participating in the merger (the "Merger") herein certified are:

(i) Armor Accessories, Inc., a business corporation incorporated in Delaware on March 3, 2000 (hereinafter, the "Surviving Company"); and

(ii) BREAK-FREE INC., a business corporation incorporated in Delaware on August 17, 1989 under the name BF ACQUISITION, CO. and thereafter amending its Certificate of Incorporation on September 6, 1989 changing its name to BREAK-FREE INC. being merged into the Surviving Company (hereinafter, the "Merging Company").

2. The Surviving Company is the owner of all of the outstanding shares of the stock of the Merging Company.

3. The Merging Company hereby merges with and into the Surviving Company with the Surviving Company surviving the Merger.

4. The effective date of the Merger shall be December 30, 2005.

5. On December 28, 2005, the Board of Directors of the Surviving Company adopted the following resolutions to merge the Merging Company with and into the Surviving Company.

RESOLVED, that the Merging Company be merged with and into this Surviving Company and that all of the estate, property, rights, privileges, powers and franchises of the Merging Company be vested in and held and enjoyed by the Surviving Company as fully and entirely and without change

or diminution as the same were before held and enjoyed by the Merging Company in its name.

RESOLVED, that the Surviving Company shall assume all of the obligations of the Merging Company.

RESOLVED, that the Surviving Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

IN WITNESS WHEREOF, ARMOR ACCESSORIES, INC., the surviving company,
has caused this Certificate of Ownership and Merger to be duly executed by its authorized
officer, this 28th day of December, 2005.

ARMOR ACCESSORIES, INC.

By: *Phil Baratelli*
Name: Phil Baratelli
Title: Vice President and
Assistant Secretary