

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/01/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AAi.FosterGrant, Inc.		02/01/2007	CORPORATION: RHODE ISLAND
RECEIVING PARTY DATA			
Name:	FGX International, Inc.		
Street Address:	500 George Washington Highway		
City:	Smithfield		
State/Country:	RHODE ISLAND		
Postal Code:	02917		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1667549	TENDER TOUCH	
CORRESPONDENCE DATA			
Fax Number:	(202)331-3101		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-331-3147		
Email:	dcipmail@gtlaw.com		
Correspondent Name:	Steven B. Powell		
Address Line 1:	2101 L Street, Suite 1000		
Address Line 2:	Greenberg Traurig, LLP		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20037		
ATTORNEY DOCKET NUMBER:	083557.020000		
NAME OF SUBMITTER:	Steven B. Powell		

CH \$40.00 1667549

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**TRADEMARK
 REEL: 004107 FRAME: 0577**

Signature:	/Steven B. Powell/
Date:	12/03/2009
Total Attachments: 8 source=Merger Documenation for TENDER TOUCH Assignment#page1.tif source=Merger Documenation for TENDER TOUCH Assignment#page2.tif source=Merger Documenation for TENDER TOUCH Assignment#page3.tif source=Merger Documenation for TENDER TOUCH Assignment#page4.tif source=Merger Documenation for TENDER TOUCH Assignment#page5.tif source=Merger Documenation for TENDER TOUCH Assignment#page6.tif source=Merger Documenation for TENDER TOUCH Assignment#page7.tif source=Merger Documenation for TENDER TOUCH Assignment#page8.tif	

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 OWNERSHIP, WHICH MERGES:

"AAI FOSTERGRANT, INC.", A RHODE ISLAND CORPORATION,

WITH AND INTO "FGX INTERNATIONAL INC." UNDER THE NAME OF "FGX INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF FEBRUARY, A.D. 2007, AT 11:41 O'CLOCK A.M.

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

3853311 8100M

070112595



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5402829

DATE: 02-01-07

TRADEMARK
REEL: 004107 FRAME: 0579

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:41 AM 02/01/2007
FILED 11:41 AM 02/01/2007
SRV 070112595 - 3853311 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

AALFOSTERGRANT, INC., a Rhode Island corporation
and a wholly-owned subsidiary of
FGX INTERNATIONAL INC., a Delaware corporation

MERGING
WITH AND INTO

FGX INTERNATIONAL INC.,
a Delaware corporation

Under Section 253 of the General Corporation Law
of the State of Delaware

December 27, 2006

The undersigned officer of FGX International Inc., a Delaware corporation incorporated on September 13, 2004 (the "Corporation"), hereby certifies that:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State</u>
AAI.FosterGrant, Inc. (the " <u>Merging Company</u> ")	Rhode Island
FGX International Inc.	Delaware

SECOND: The Corporation is the holder of 100% of the outstanding shares of the capital stock of the Merging Company.

THIRD: The resolutions attached hereto as Exhibit A were duly adopted by the unanimous written consent of the Board of Directors of the Corporation on December 27, 2006, authorizing and approving the merger of the Merging Company with and into the Corporation, with the Corporation surviving the merger (the "Merger").

FOURTH: The effective date of the Merger shall be upon the filing of this Certificate of Ownership and Merger.

{Signature Page to Follow}

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first above written.

FOX INTERNATIONAL INC., a Delaware corporation

By: *Brian Laferio*
Name: Brian Laferio
Title: CFO, Treasurer & Secretary

[Certificate of Merger]

Exhibit A

Resolutions of FGX International Inc.

FTL 10668282v3

UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
FGX INTERNATIONAL INC.

December 27, 2006

Pursuant to Section 141 of the Delaware General Corporation Law (the "DGCL"), the undersigned being all of the members of the Board of Directors (the "Board") of FGX International Inc., a Delaware corporation (the "Company"), do hereby take the following actions by written consent, adopt the following resolutions and agree that such resolutions shall be valid and effective corporate actions, as though such actions had been adopted by a meeting duly called and held:

Agreement and Plan of Merger

WHEREAS, it has been proposed that the Company enter into that certain Agreement and Plan of Merger, dated the date hereof (the "Plan of Merger"), by and between the Company and AAI FosterGrant, a Rhode Island corporation and the direct, wholly-owned subsidiary of the Company (the "Merging Company"), providing for the merger of the Merging Company with and into the Company, with the Company being the surviving entity; and

WHEREAS, the Company is the direct parent of the Merging Company owning 100% of the outstanding stock of the Merging Company; and

WHEREAS, the Board has been presented with and has reviewed (1) the Plan of Merger, substantially in the form attached hereto as Exhibit A and (2) the Certificate of Ownership and Merger, substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"); and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company that the Company execute and deliver the Plan of Merger and file with the Secretary of State of the State of Delaware the Certificate of Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby adopts and approves the Plan of Merger in all respects and all transactions contemplated thereby be, and they hereby are, adopted, approved, confirmed and ratified; and be it

FURTHER RESOLVED, that the Board or any authorized officer of the Company be, and each of them acting alone hereby is, authorized, empowered and directed on behalf of the Company to (1) execute and deliver the Plan of Merger or such other documents contemplated thereby, with such amendments thereto as such authorized officer shall deem necessary or advisable, such authorized officer's signature thereon to conclusively evidence such necessity or advisability and (2) file the Certificate of Merger with the Secretary of State of the State of Delaware, and to do all other acts as may be required, appropriate or necessary to carry out and perform the transactions contemplated by the Plan of Merger or other documents contemplated thereby; and be it

FURTHER RESOLVED, that the Company merge the Merging Company into itself and assume all of its liabilities and obligations; and be it

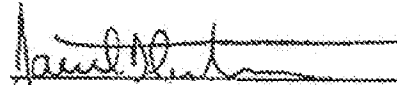
General Ratification

FURTHER RESOLVED, that in addition to and without limiting the foregoing, the Board or any authorized officer of the Company be, and each of them acting alone hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Company, all such instruments and documents as he may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by the Board or any authorized officer of the Company in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

{Signature Page to Follow}

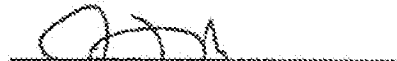
IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Unanimous Written Consent as of the date first set forth above.

DIRECTORS:



Jared Bluestein

Jennifer Stewart

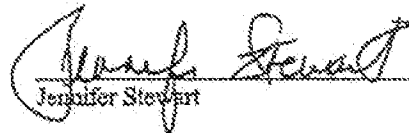


Alec Taylor

IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Unanimous Written Consent as of the date first set forth above.

DIRECTORS:

Jared Bluestein



Jennifer Stewart

Alec Taylor