

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------------------|------------------------------|-----------------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Spy Optic, Inc. | | 01/11/2010 | CORPORATION: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Orange 21 North America Inc. | | |
| Street Address: | 2070 Las Palmas Drive | | |
| City: | Carlsbad | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92009 | | |
| Entity Type: | CORPORATION: CALIFORNIA | | |
| PROPERTY NUMBERS Total: 21 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1981513 | SPY | |
| Registration Number: | 1989431 | EYESPY | |
| Registration Number: | 2010835 | WINDOWS FOR YOUR HEAD | |
| Registration Number: | 2146655 | SCOOP | |
| Registration Number: | 2092022 | PLUS SYSTEM | |
| Registration Number: | 2157268 | | |
| Registration Number: | 2137853 | | |
| Registration Number: | 3700605 | SPY | |
| Registration Number: | 2984045 | DRI-FORCE | |
| Registration Number: | 3146490 | ARC | |
| Serial Number: | 78475973 | SPY | |
| Registration Number: | 3248282 | DELTA PHOTOCHROMIC | |
| Registration Number: | 3218701 | SPYOPTIC | |
| Registration Number: | 3432701 | | |

CH \$540.00 1981513

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**TRADEMARK
 REEL: 004174 FRAME: 0056**

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|----------------------|---------|-----------|
| Registration Number: | 3464012 | SELECTRON |
| Registration Number: | 3363592 | GEMINI |
| Registration Number: | 3386562 | MOSAIC |
| Registration Number: | 3438347 | ZED |
| Registration Number: | 3617665 | APOLLO |
| Registration Number: | 3459115 | HAYMAKER |
| Registration Number: | 3489693 | HIELO |

CORRESPONDENCE DATA

Fax Number: (949)855-6371
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9498551246
Email: trademark@stetinalaw.com
Correspondent Name: Kit M. Stetina, Esq.
Address Line 1: 75 Enterprise, Suite 250
Address Line 2: STETINA BRUNDA GARRED & BRUCKER
Address Line 4: Aliso Viejo, CALIFORNIA 92656

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | SPYNO-000 |
| NAME OF SUBMITTER: | Kit M. Stetina |
| Signature: | /kit m. stetina/ |
| Date: | 03/25/2010 |

Total Attachments: 4
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State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of this office.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 13 2010



Debra Bowen

DEBRA BOWEN
Secretary of State

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN 11 2010

CERTIFICATE OF AMENDMENT OF

ARTICLES OF INCORPORATION

OF

SPY OPTIC, INC.

The undersigned certify that:

1. They are the President and Secretary, respectively, of Spy Optic, Inc., a California corporation.
2. Article 1 of the Articles of Incorporation of said corporation shall be amended to read in full as follows:

"ARTICLE 1

The name of this corporation is Orange 21 North America Inc."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors of said corporation.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the sole shareholder of said corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 1,000 shares; and the number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being more than 50% of the outstanding shares.

[Remainder of Page Intentionally Left Blank]

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true and correct of our own knowledge.

Date: January 11, 2010



A. Stone Douglass, President



Jerry Collazo, Secretary



Office of the Secretary of State
State of California
Corporate Division
1500 Eleventh Street, Third Floor
Sacramento, CA 95814-5701

RE: Spy Optic, Inc. Corporation # 2712935

Dear Sir or Madam:

We understand that Spy Optic, Inc., a California corporation, intends to change its name to "Orange 21 North America Inc." The undersigned hereby consents to the use of the corporate name "Orange 21 North America Inc." by Spy Optic, Inc.

Sincerely,

Orange 21 Inc., which will do business in California as Delaware Orange 21 Inc.

By: 
A. Stone Douglass

Its: CEO

2070 Las Palmas Dr.
Carlsbad, CA 92011

sd-503242

