

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/05/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
APPAREL VENTURES, INC.		10/05/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MANHATTAN BEACHWEAR, INC.
Street Address:	5900 Landerbrook Drive
Internal Address:	Suite 280
City:	Mayfield Heights
State/Country:	OHIO
Postal Code:	44124
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3186423	2 BAMBOO
Registration Number:	1753281	AZUL
Registration Number:	3264369	BY THE BEACH
Registration Number:	1504062	CITRUS
Registration Number:	1736675	ELISABETH STEWART
Registration Number:	1214071	LA BLANCA
Registration Number:	1277118	LA BLANCA
Registration Number:	1283434	SASSAFRAS
Registration Number:	1642460	SESSA!
Registration Number:	1346343	TOO HOT, BRAZIL
Registration Number:	3138992	W SWIM
Serial Number:	77893347	SOLO SWIMWEAR

CH \$315.00 3186423

CORRESPONDENCE DATA

Fax Number: (216)241-0816
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 216 622 8206
Email: ipdocket@calfee.com
Correspondent Name: Calfee, Halter & Griswold LLP
Address Line 1: 1400 KeyBank Center
Address Line 2: 800 Superior Ave.
Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER:	34214/04005
NAME OF SUBMITTER:	Ryan W. Falk
Signature:	/Ryan W. Falk/
Date:	10/07/2010

Total Attachments: 7
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Delaware

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The First State

I, JEFFREY W. BULLOCK, 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:

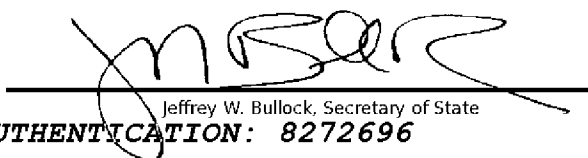
"AVI ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "APPAREL VENTURES, INC." UNDER THE NAME OF
"MANHATTAN BEACHWEAR, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE FIFTH DAY OF OCTOBER, A.D. 2010, AT
5:40 O'CLOCK P.M.

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

2396310 8100M

100970422




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8272696

DATE: 10-06-10

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

TRADEMARK
REEL: 004292 FRAME: 0208

CERTIFICATE OF MERGER
OF
APPAREL VENTURES, INC.
AND
AVI ACQUISITION CORP.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are Apparel Ventures, Inc., a corporation organized under the laws of the State of Delaware, and AVI Acquisition Corp., a corporation organized under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Apparel Ventures, Inc., which will continue its existence as said surviving corporation under the name Manhattan Beachwear, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Apparel Ventures, Inc. shall be amended and restated as provided on Exhibit A attached hereto and by this reference made a part hereof and said Certificate of Incorporation as so amended and restated shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 5900 Landerbrook Drive, Suite 280, Mayfield Heights, Ohio 44124.

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be signed by an authorized officer, the 5th day of October, 2010.

APPAREL VENTURES, INC.

By: 

Name: Eric V. Bacon

Title: Chairman of the Board

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

MANHATTAN BEACHWEAR, INC.

FIRST

The name of the Corporation is: Manhattan Beachwear, Inc.

SECOND

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD

The nature of the business or purpose to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL"). In connection therewith, the Corporation shall possess and exercise all of the powers and privileges granted by the DGCL or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

FOURTH

The total number of shares of stock which the Corporation shall have the authority to issue is Three Thousand (3,000) shares of Common Stock, \$.01 par value per share.

FIFTH

The board of directors of the Corporation shall have the power to adopt, amend or repeal the by-laws of the Corporation.

SIXTH

Section 203 of the DGCL shall not apply to any business combination (as defined in Section 203(c)(3) of the DGCL, as amended from time to time, or in any successor thereto, however denominated) in which the Corporation shall engage.

SEVENTH

Section 1. Elimination of Personal Liability.

The directors of the Corporation shall incur no personal liability to the Corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director; provided, that such director liability shall not be limited or eliminated (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for any acts or omissions by the director not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

If the DGCL is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended from time to time.

Any repeal or modification of this Article SEVENTH shall not increase the personal liability of any director of this Corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Section 2. Indemnification.

2.1 Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith. Such indemnification shall continue as to an indemnitee who has ceased to be a director, officer or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that except as provided in Section 2.2 of this Article SEVENTH with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such

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indemnatee in connection with a proceeding (or part thereof) initiated by such indemnatee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Certificate of Incorporation shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the DGCL so requires, an advancement of expenses incurred by an indemnatee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnatee, including without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnatee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnatee is not entitled to be indemnified for such expenses under this Section, the DGCL or otherwise (hereinafter an "undertaking").

2.2 *Right of Indemnatee to Bring Suit.* If a claim under Section 2.1 of this Article SEVENTH is not paid in full by the Corporation within ninety days after a written claim has been received by the Corporation, the indemnatee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnatee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnatee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnatee to enforce a right to an advancement of expenses) it shall be a defense that the indemnatee has not met the applicable standard of conduct set forth in the DGCL, and (ii) any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that the indemnatee has not met the applicable standard of conduct set forth in the DGCL. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnatee is proper in the circumstances because the indemnatee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the indemnatee has not met such applicable standard of conduct, shall create a presumption that the indemnatee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnatee, be a defense to such suit. In any suit brought by the indemnatee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnatee is entitled to be indemnified or to such advancement of expenses under this Section or otherwise shall be on the indemnatee. No potential indemnatee shall be entitled to advancement of expenses under this Certificate of Incorporation or the By-laws of the Corporation in any action involving a proceeding by the Corporation against the indemnatee for any claim by the Corporation involving a breach of fiduciary duty of the indemnatee to the Corporation, gross negligence, bad faith, intentional misconduct or unlawful conduct.

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2.3 Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Certificate of Incorporation shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate of Incorporation, By-law, contract or agreement, vote of stockholders or disinterested directors or otherwise.

2.4 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

2.5 Indemnification of Employees or Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses, to any employee or agent of the Corporation to the fullest extent of the provisions of this Section with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

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