

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	11/06/2003		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Marvin's, Inc.		11/06/2003	CORPORATION: ALABAMA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Marvin's, Inc.		
<b>Street Address:</b>	P.O. Box 1110		
<b>City:</b>	Leeds		
<b>State/Country:</b>	ALABAMA		
<b>Postal Code:</b>	35094		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1688244	MARVIN'S	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(205)323-2098		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	205 986-5025		
<b>Email:</b>	lloegler@lspclaw.com		
<b>Correspondent Name:</b>	Link Loegler		
<b>Address Line 1:</b>	420 North 20th Street, Suite 2000		
<b>Address Line 4:</b>	Birmingham, ALABAMA 35203		
<b>NAME OF SUBMITTER:</b>	Ronald Link Loegler		
<b>Signature:</b>	/Ronald Link Loegler/		
<b>Date:</b>	07/10/2011		

OP \$40.00 1688244

**Total Attachments: 8**

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# Delaware

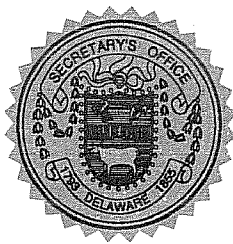
PAGE 1

*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:

"MARVIN'S, INC.", A ALABAMA CORPORATION,  
WITH AND INTO "MARVIN'S, INC." UNDER THE NAME OF "MARVIN'S, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF NOVEMBER, A.D. 2003, AT 6:41 O'CLOCK P.M.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3690939 8100M

030715457

AUTHENTICATION: 2749262

DATE: ~~11-14-03~~ TRADEMARK  
REEL: 004579 FRAME: 0401

**CERTIFICATE OF MERGER  
OF  
MARVIN'S, INC.,  
an Alabama corporation,  
INTO  
MARVIN'S, INC.,  
a Delaware corporation**

The undersigned corporations (the Constituent Corporations") do hereby certify that:

1. The name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Marvin's, Inc.	Delaware
Marvin's, Inc.	Alabama

2. A Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation of the merger is Marvin's, Inc., a Delaware corporation (the "Surviving Corporation").

4. The Certificate of Incorporation of Marvin's, Inc., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

5. The Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 518 Parkway Drive, Leeds, Alabama 35094.

6. A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any Shareholder of either of the Constituent Corporations.

7. The authorized capital stock of the foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Marvin's, Inc., an Alabama corporation	Common	1,000	\$1.00

One hundred shares of such common stock are designated as Class A Voting Common Stock and 900 shares of such common stock are designated as Class B Non-Voting Common Stock.

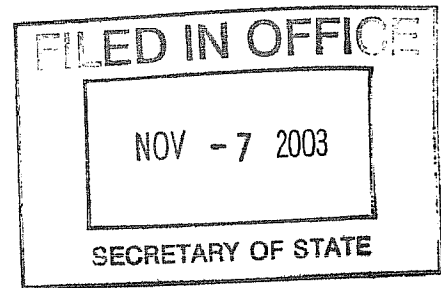
8. This Certificate of Merger shall be effective the filing thereof with the Secretary of State of Delaware.

MARVIN'S, INC.  
a Delaware corporation

By: 

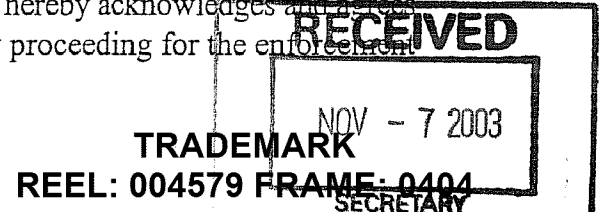
Its President

ARTICLES OF MERGER  
OF  
MARVIN'S, INC.,  
an Alabama corporation  
INTO  
MARVIN'S, INC.,  
a Delaware corporation



In accordance with the provisions of Sections 10-2B-11.05 and 10-2B-11.07 of the Code of Alabama of 1975, Marvin's, Inc., a Delaware corporation, and Marvin's, Inc., an Alabama corporation, do hereby adopt the following Articles of Merger for the purpose of merging Marvin's, Inc., an Alabama corporation, into Marvin's, Inc., a Delaware corporation:

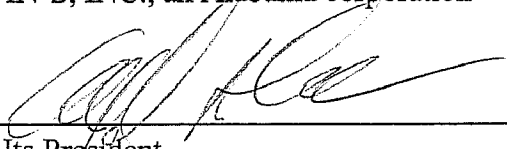
1. Marvin's, Inc., a Delaware corporation, is incorporated under the laws of the State of Delaware and Marvin's, Inc., an Alabama corporation, is incorporated under the laws of the State of Alabama.
2. The laws of the State of Delaware permit such merger.
3. The name of the surviving corporation is Marvin's, Inc., a Delaware corporation, and it is to be governed by the laws of the State of Delaware.
4. The Plan of Merger, a copy of which is attached as Exhibit A hereto and by this reference incorporated herein for all purposes (the "Plan of Merger"), was approved by the Shareholders of Marvin's, Inc., a Delaware corporation, and Marvin's, Inc., an Alabama corporation, in the manner prescribed by the Alabama Business Corporation Act and the General Corporation Law of Delaware.
5. Marvin's, Inc., a Delaware corporation, has issued and outstanding 351.74 shares of its common stock, par value \$1.00 per share. Marvin's, Inc., an Alabama corporation, has issued and outstanding 351.74 shares of its common stock, par value \$1.00 per share.
6. Three hundred fifty one and 74/100 shares of the common stock of Marvin's, Inc., a Delaware corporation, were voted in favor of the Plan of Merger, and no shares of the common stock of said corporation were voted against the Plan of Merger. Three hundred fifty one and 74/100 shares of the common stock of Marvin's, Inc., an Alabama corporation, were voted in favor of the Plan of Merger and no shares of the common stock of said corporation were voted against the Plan of Merger.
7. The county in which the Articles of Incorporation of Marvin's, Inc., an Alabama corporation, are filed is Jefferson County, Alabama.
8. Marvin's, Inc., the surviving Delaware corporation, hereby acknowledges and agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement



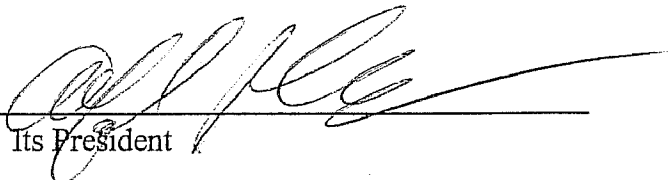
of any obligation of Marvin's, Inc., an Alabama corporation, as well as for the enforcement of any obligation arising from the merger of Marvin's, Inc., an Alabama corporation, into Marvin's, Inc., a Delaware corporation, including any suit or other proceeding to enforce the right of any dissenting shareholder of Marvin's, Inc., an Alabama corporation, against said Marvin's, Inc., a Delaware corporation, as the surviving corporation of said merger. Marvin's, Inc., a Delaware corporation, the surviving corporation, hereby acknowledges and agrees that it will promptly pay to any dissenting shareholders of Marvin's, Inc., an Alabama corporation, the amount, if any, to which such shareholders shall be entitled under the provisions of the Alabama Business Corporation Act with respect to the rights of dissenting shareholders. Marvin's, Inc., a Delaware corporation, hereby irrevocably appoints the Secretary of State of Alabama as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such service shall be mailed by the Secretary of State of Alabama is 518 Parkway Drive, Leeds, AL 35094 (Attention: President).

IN WITNESS WHEREOF, each of the corporations has duly caused these Articles of Merger to be executed by its duly authorized officer as of this 29th day of October, 2003.

MARVIN'S, INC., an Alabama corporation

By:   
Its President

MARVIN'S, INC., a Delaware corporation

By:   
Its President

## EXHIBIT A

### PLAN OF MERGER

This Plan of Merger pertains to the proposed merger of Marvin's, Inc., an Alabama corporation, into Marvin's, Inc., a Delaware corporation (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations"), and is adopted by each of the Constituent Corporations for the purpose of setting forth the information required or permitted to be set forth with respect to the proposed merger pursuant to Section 10-2B-11.05 of the Code of Alabama of 1975. This Plan of Merger shall constitute a plan of reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and under the corporation and tax laws of such states as may be applicable.

1. Names. The names of the corporations proposing to merge are Marvin's, Inc., an Alabama corporation, and Marvin's, Inc., a Delaware corporation, and the name of the corporation into which they propose to merge is Marvin's, Inc., a Delaware corporation, which is the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

2. Terms and Conditions. The terms and conditions of the proposed merger are as follows:

(a) Upon the effective date of the merger, Marvin's, Inc., an Alabama corporation, and Marvin's, Inc., a Delaware corporation, shall merge into a single corporation which shall be Marvin's, Inc., a Delaware corporation. The separate corporate existence of Marvin's, Inc., an Alabama corporation, shall cease, and Marvin's, Inc., a Delaware corporation, shall be the Surviving Corporation. The Surviving Corporation shall continue to be governed pursuant to the laws of the State of Delaware.

(b) Upon the effective date of the merger, the Certificate of Incorporation of Marvin's, Inc., a Delaware corporation, as the same shall exist on the effective date of the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

(c) Upon the effective date of the merger, the Bylaws of Marvin's, Inc., a Delaware corporation, as the same shall exist on the effective date of the merger, shall be the Bylaws of the Surviving Corporation.

(d) Upon the effective date of the merger, the directors and officers of Marvin's, Inc., a Delaware corporation, as the same shall be on the effective date of the merger, shall be the directors and officers of the Surviving Corporation.

(e) Upon the effective date of the merger, the name of the Surviving Corporation shall be Marvin's, Inc., a Delaware corporation.



3. Existing Capitalization. Marvin's, Inc., a Delaware corporation, has authorized capital stock of 1,000 shares of common stock, par value \$1.00 per share, of which 100 shares are designated as Class A Voting Common Stock and 900 shares are designated as Class B Non-Voting Common Stock. Fifty three and 33/100 shares of Class A voting Common Stock and 298.41 shares of Class B Non-Voting Common Stock are issued and outstanding. Marvin's, Inc., an Alabama corporation, has authorized capital stock of 1,000 shares of common stock, par value \$1.00 per share, of which 100 shares are designated as Class A Voting Common Stock and 900 shares are designated as Class B Non-Voting Common Stock. Fifty three and 33/100 shares of Class A Voting Common Stock and 298.41 shares of Class B Non-Voting Common Stock are issued and outstanding.

4. Manner and Basis of Converting Shares. The manner and basis of converting the shares of the Constituent Corporations into shares, rights, other securities, or obligations of the Surviving Corporation shall be as follows:

Upon the effective date of the merger, each one outstanding share of common stock, par value \$1.00 per share, of Marvin's Inc., a Delaware corporation, shall be converted into one share of common stock, par value \$1.00 per share, of the Surviving Corporation.

Upon the effective date of the merger, each one outstanding share of common stock, par value \$1.00 per share, of Marvin's, Inc, an Alabama corporation, shall be cancelled and no shares of stock or other securities or obligations of the Surviving Corporation shall be issued therefor.

5. Effect of Merger. When the merger provided for in this Plan of Merger is effected and consummated in accordance with the applicable provisions of the Alabama Business Corporation Act and the General Corporation Law of Delaware:

(a) The Surviving Corporation shall thereupon and thereafter have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under the General Corporation Law of Delaware.

(b) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choses in action, and all and every interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of such merger.

(c) The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations, may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place.

Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

6. Effective Date. The merger provided for in this Plan shall become effective upon the filing of the Articles of Merger and the Certificate of Merger respectively required for the consummation of the merger under the laws of the State of Alabama and the State of Delaware.

2011/07/10 10:00 AM  
RECORDED  
INDEXED  
FILED  
CLERK OF THE COURT  
STATE OF ALABAMA  
MONTGOMERY



TRADEMARK