

TRADEMARK ASSIGNMENT

07/21/2011

Electronic Version v1.1  
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Records of 2/15/2011

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Garfield Marks Brands, Inc.		12/23/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Rouso Apparel Group Inc.
Street Address:	1407 Broadway, Suite 1602
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3203616	IALEX ALEX GARFIELD
Registration Number:	2686159	GARFIELD & MARKS
Registration Number:	2454414	ALEX GARFIELD GARFIELD & MARKS
Registration Number:	1279932	PLEIN AIR
Registration Number:	2922044	OPTIONS GARFIELD & MARKS
Registration Number:	2867216	ENOUGH ABOUT ME

CORRESPONDENCE DATA

Fax Number: (914)288-0023  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (914) 821-9078  
 Email: tmdocket@leasonellis.com  
 Correspondent Name: Maren C. Perry/Leason Ellis LLP  
 Address Line 1: 81 Main Street, Suite 503  
 Address Line 4: White Plains, NEW YORK 10601

OP \$165.00 3203616

ATTORNEY DOCKET NUMBER:	1771/8000-000
NAME OF SUBMITTER:	Maren C. Perry
Signature:	/mcp/
Date:	02/15/2011
Total Attachments: 4 source=00105527#page1.tif source=00105527#page2.tif source=00105527#page3.tif source=00105527#page4.tif	

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 12, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 06/07

**NCR-26**

**09123000073**

**CERTIFICATE OF MERGER  
 OF  
 ROUSSO APPAREL GROUP INC.  
 AND  
 GARFIELD MARKS BRANDS, INC.  
 INTO  
 ROUSSO APPAREL GROUP INC.**

**Under Section 904 of the Business Corporation Law**

1. **The name of each constituent corporation is:**

Rouso Apparel Group Inc., a New York corporation and Garfield Marks Brands, Inc., a Delaware corporation.

2. **The name of the surviving corporation is:**

Rouso Apparel Group Inc.

3. **As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:**

The designation and number of shares outstanding for Rouso Apparel Group Inc. is 30 shares of Class A Common Stock, without par value, with voting rights, and 1545 shares of Class B Common Stock, without par value, and without voting rights. The designation and number of shares outstanding for Garfield Marks Brands, Inc. is 100 shares of Common Stock, \$.001 par value, with voting rights, and 10,000 shares of Preferred Stock, \$.001 par value, and without voting rights.

4. **The date when the certificate of incorporation of the domestic corporation was filed by the Department of State and the date when the foreign corporation was qualified to do business by the Department of State is as follows:**

Rouso Apparel Group Inc.'s Certificate of Incorporation was filed on May 27, 1980, under the name Abvien Imports, Inc. and Garfield Marks Brands, Inc.'s Certificate of

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Incorporation was filed in Delaware on December 8, 2006 and its Application for Authority was filed by the Department of State on January 5, 2007.

- 5. The merger was adopted by each constituent corporation in the following manner:  
 Unanimous written consent of all of the directors and all of the shareholders and the merger of the foreign corporation is permitted by the laws of Delaware and is in compliance therewith.
- 6. The certificate of incorporation of the surviving corporation is hereby amended in the following respects: N/A
- 7. The merger shall be effective on: The date of filing with the Secretary of State.

In Witness Whereof, we have signed this certificate on the 23rd day of December, 2009.

ROUSSO APPAREL GROUP INC.

GARFIELD MARKS BRANDS, INC.

By:   
Victor Rouso, President

By:   
Victor Rouso, President

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CERTIFICATE OF MERGER  
 OF  
 ROUSSO APPAREL GROUP INC.  
 AND  
 GARFIELD MARKS BRANDS, INC.  
 INTO  
 ROUSSO APPAREL GROUP INC.  
 UNDER SECTION 904 OF THE  
 BUSINESS CORPORATION LAW

FILED

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Tannenbaum Dubin & Robinson, LLP  
 1140 Avenue of the Americas  
 New York, New York 10036

*lee*

STATE OF NEW YORK  
 DEPARTMENT OF STATE

FILED DEC 30 2009

TAX S

BY:

*Lee*  
*5/11*

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Drawdown