

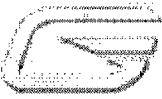





EXHIBIT "A"

U.S. Trademark Registrations

MARK	REGISTRATION NO.	ATTORNEY DOCKET NO.
	3013833	136198-3002
	3588880	136198-3003
ANARCHY	3191894	136198-3009
ANARCHY EYEWEAR	2049496	136198-3010
ANGEL	4069068	136198-3012
ANGEL EYEWEAR	2582474	136198-3013
FLIPS	3837521	136198-3043
	4013678	136198-3062
	2050667	136198-3064
GARGOYLES (Cl. 9)	1147103	136198-3069
GARGOYLES (Cl. 9)	3195993	136198-3071
GARGOYLES PERFORMANCE EYEWEAR	2061448	136198-3077
GARGOYLES PERFORMANCE EYEWEAR	3138072	136198-3078
GARGOYLES PROTECTIVE EYEWEAR	2414240	136198-3080
HELIOS	3468614	136198-3086
MISC. GARGOYLE design	1302458	136198-3096
		
PRIVATE EYES	1387416	136198-3109
PRIVATE EYES	1736296	136198-3111
	3548355	136198-3144
		

Delaware

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"QUANTUM OPTICS, INC.", A DELAWARE 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 2011, AT 6:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

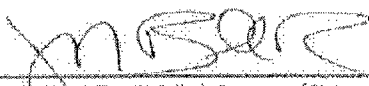
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3853311 8100M

111331034

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9253284

DATE: 12-23-11

TRADEMARK
REEL: 004740 FRAME: 0911

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:21 PM 12/22/2011
FILED 06:21 PM 12/22/2011
SRV 111331034 - 3853311 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

QUANTUM OPTICS, INC.
(a Delaware corporation)

INTO

FGX INTERNATIONAL INC.
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

1. FGX INTERNATIONAL INC. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of QUANTUM OPTICS, INC., which is also a business corporation of the State of Delaware.
3. On December 20, 2011, the Board of Directors of the Corporation adopted the following resolutions to merge Quantum Optics, Inc. into the Corporation:

RESOLVED: That Quantum Optics, Inc., a wholly-owned subsidiary of this Corporation, be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Quantum Optics, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Quantum Optics, Inc. in its name.

RESOLVED: That this Corporation shall assume all of the obligations of Quantum Optics, Inc.

RESOLVED: That the Merger shall be effective at 11:59 p.m. on December 31, 2011.

RESOLVED: That this Corporation shall enter into an Agreement and Plan of Liquidation by Statutory Merger in the form presented to the Board setting forth the other terms of the Merger.

PRV 1159149.1

RESOLVED: That this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.


4. The merger shall be effective at 11:59 p.m. on December 31, 2011.

PRV 1169149.1

TRADEMARK
REEL: 004740 FRAME: 0913

Executed on December 20, 2011

FGX INTERNATIONAL INC.

By: 
Name: Alex Taylor
Title: Chief Executive Officer

PRV 1159149.1