

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of Nationality and Transfer of Statutory Seat		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gousson-Consultadoria e Marketing S.ar.l		10/23/2012	private limited liability company: LUXEMBOURG
RECEIVING PARTY DATA			
Name:	Gousson-Consultadoria e Marketing S.r.l.		
Street Address:	Strada Settecimini 116		
City:	63811 Sant'Elpidio a Mare, Fermo		
State/Country:	ITALY		
Entity Type:	LTD LIAB JT ST CO: ITALY		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2954090	ROGER VIVIER	
Registration Number:	2947572	ROGER VIVIER	
Registration Number:	4224027	ROGER VIVIER	
CORRESPONDENCE DATA			
Fax Number:	9497609502		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	949-760-0404		
Email:	efiling@knobbe.com		
Correspondent Name:	Stacey R. Halpern		
Address Line 1:	2040 Main Street, Fourteenth Floor		
Address Line 4:	Irvine, CALIFORNIA 92614		
ATTORNEY DOCKET NUMBER:	JACBA133.002TUS		
DOMESTIC REPRESENTATIVE			
Name:	Stacey R. Halpern		

OP \$90.00 2954090

Address Line 1: 2040 Main Street, Fourteenth Floor  
Address Line 4: Irvine, CALIFORNIA 92614

NAME OF SUBMITTER:	Stacey R. Halpern
Signature:	/Stacey R. Halpern/
Date:	11/29/2012

Total Attachments: 4  
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**Gousson-Consultadoria e Marketing S.à r.l.**

*Société à responsabilité limitée*

Siège social: 2, rue Joseph Hackin

L-1746 Luxembourg

Capital social : EUR 25.000

R.C.S. Luxembourg: B 139.534

<b>ASSEMBLEE GENERALE EXTRAORDINAIRE</b> <b>DU 24 OCTOBRE 2012</b> <b>N° 2963/12</b>	<b>Me Henri Hellinckx</b>
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In the year two thousand twelve, on the twenty-fourth day of October.  
 Before Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg.

Was held an extraordinary general meeting (the Meeting) of the sole shareholder of Gousson-Consultadoria e Marketing S.à r.l., a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 2, rue Joseph Hackin, L-1746 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number 139.534 (the Company). The Company was incorporated in Madeira and on 13 June 2008, the Company transferred its statutory seat and principal establishment from Madeira to the city of Luxembourg, Grand Duchy of Luxembourg without the Company being dissolved but on the contrary with corporate continuance and its articles of association (the Articles) were amended pursuant to a deed of Maître Martine Schaeffer, notary residing in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations, number 1711 of 11 July 2008. The Articles were last modified by a deed of Maître Henri Hellinckx, notary residing in Luxembourg, on 15 December 2009, published in the Mémorial C, Recueil des Sociétés et Associations, number 376 of 19 February 2010.

There appeared the following party:

**Diego Della Valle & C. S.r.l.**, a private company with limited liability, incorporated and existing under the laws of Italy, having its corporate seat in Sant'Elpidio a Mare, Italy, and having its offices at Strada Seitecamini, 116, I-63811 Sant'Elpidio a Mare, Italy, registered with the Trade Companies Register of the Chamber of Commerce for Fermo, with registration number 01501320442 (REA n. 139453) (the Sole Shareholder).

hereby represented by Yvonne Malone, private employee, residing professionally in Luxembourg, by virtue of a proxy given under private seal.

Such power of attorney, after having been signed *ne varietur* by the representative of the appearing party and the undersigned notary, will remain annexed to this deed for the purpose of registration.

The Sole Shareholder, represented as stated above, have requested the undersigned notary to record that:

I The Sole Shareholder holds all the shares in the share capital of the Company therefore the entire share capital of the Company is represented at the present Meeting so that the Meeting can validly deliberate and decide on all the items of the agenda of which the participants have been beforehand informed;

II That the Company does not have any issued and outstanding bonds;

III That the Sole Shareholder has taken the following resolutions:

#### FIRST RESOLUTION

The Sole Shareholder decides in conformity with article 199 of the law of August 10, 1915 on commercial companies, to change the nationality of the Company and decides to transfer the statutory seat, the principal establishment, the place of effective management and the central administration of the Company from the Grand Duchy of Luxembourg to Italy, without any change to the legal personality of the Company.

As a result of such transfer the Company will adopt the Italian nationality and henceforth be subject to Italian law.

The extraordinary general meeting further decides that the official language of the Company will only be the Italian language and to set the address of the statutory seat, the principal establishment, the place of effective management and the central administration of the Company at Sant'Elpidio a Mare, Strada Settecaminii n. 116, Italy.

Such transfer will be made on the basis of the interim accounts of the Company as per 23 October 2012.

The said interim accounts, after having been signed *ne varietur* by the undersigned notary and the proxyholder, will remain attached to the present deed in order to be registered with it.



The Sole Shareholder finally confirms that all the assets and all the liabilities of the Company, upon transfer and change of nationality, will remain, in their entirety and without limitation, the ownership of the Company without discontinuance. The Company will thus continue to own all its assets and to be obliged by all liabilities and commitments incurred or entered into before the transfer and change of nationality.

**SECOND RESOLUTION**

In consequence of the preceding resolution, the Sole Shareholder resolves to modify the Articles of the Company to the extent necessary so as to conform them to Italian law maintaining the present object clause, further upon transfer adopting the legal form of a «Società a responsabilità limitata».

The Company will further change its denomination from Gousson-Consultadoria e Marketing S.à r.l. into Gousson-Consultadoria e Marketing S.r.l., it being understood that the change of nationality, the transfer of the statutory seat, the principal establishment, the place of effective management and the central administration of the Company and the amendments to the articles of association will neither entail the dissolution of the Company nor the incorporation of a new company, be it from a legal point of view or from an Italian tax point of view, subject however to the enrolment of the Company in the register of companies in Fermo, Italy.

A copy of the amended and so approved articles of association will remain attached in the Italian language to the present deed.

**THIRD RESOLUTION**

The Sole Shareholder decides to accept the resignation of Mr Emilio Macellari, an Italian national, born on 11 March 1958 in Civitanova, Marche, Italy, residing at 39 Via San Savino, Civitanova, Marche, Italy, Mr Patrick Leonardus Cornelis van Denzen, a Dutch national, born on 28 February 1971 in Geleen, the Netherlands, residing professionally at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg and Mr Marcus Jacobus Dijkerman, a Dutch national, born on 5 November 1962 in Schiedam, the Netherlands, residing professionally at 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, as managers of the Company, and to give them discharge for the exercise of their mandate till today.

**FOURTH RESOLUTION**

The Sole Shareholder decides to appoint as Sole Manager of the Company:

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Gousson-Consultadoria e Marketing S.à r.l. - 23 October 2012  
 Notes to the Interim accounts  
 For the period beginning 1 January 2012 and ending 23 October 2012  
 (expressed in Euro)

15 Emoluments granted to the members of the managing and supervisory bodies and commitments in respect of retirement pensions for former members of these bodies

In the period from January 1st 2012 to 23 October 2012, the directors of the Company received no remuneration (2011: n/a)

16 Advances and loans granted to the members of the managing and supervisory bodies

There are no advances, loans or commitments given on their behalf by way of guarantees of any kind granted to the members of the management and supervisory bodies during the financial period (2011: n/a)

17 Subsequent events

As per 24 October 2012, the Company will be transferred to Italy, Strada Saffecanzini 116, 03811 Sant'Epidio a Mare, Italy.

Marcus J. Diekmann, Manager

Peter J. C. van Dorsten, Manager