

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Ownership and Merger

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Audiovox Corporation		01/02/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	VOXX International Corporation
Street Address:	180 Marcus Blvd.
City:	Hauppauge
State/Country:	NEW YORK
Postal Code:	11788
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 58

Property Type	Number	Word Mark
Serial Number:	85747005	VEHILINK
Serial Number:	85700663	PHASE LINEAR
Serial Number:	85729331	AUDIOVOX
Registration Number:	4205599	IF IT'S TOO LOUD YOU'RE TOO OLD
Registration Number:	3272014	TRUE-FIT
Registration Number:	3274427	AUDIOVOX
Registration Number:	3190081	JPORT
Registration Number:	3336737	SMALL WONDER
Registration Number:	3396771	HOME DECOR
Registration Number:	3744766	REVOLUTION
Registration Number:	3282358	CARLINK
Registration Number:	3624664	AUDIOVIXEN
Registration Number:	3013285	MOVIES 2 GO
Registration Number:	3486164	PURSUITRAK

CH \$1465.00 85747005

Registration Number:	3744508	INVISION
Registration Number:	3719944	HEADSHOX
Serial Number:	77592669	HEADRUSH
Registration Number:	3606904	DEFINE THE DIFFERENCE
Registration Number:	3627720	DEFINING THE DIFFERENCE
Registration Number:	2591492	AUTO CINEMA
Registration Number:	3121227	I
Registration Number:	3362813	INVISION MOBILE VIDEO
Registration Number:	3160995	FACTORY MATCH
Registration Number:	3668028	RCA
Registration Number:	3668029	RCA
Registration Number:	3641532	RCA
Registration Number:	3641533	RCA
Registration Number:	3526102	RCA
Registration Number:	3526101	RCA
Registration Number:	3526100	RCA
Registration Number:	3526099	RCA
Registration Number:	3522951	RCA
Registration Number:	2210436	VOYAGER
Registration Number:	1713298	TERK
Registration Number:	1999430	PIN DOT
Registration Number:	1729103	LEAPFROG
Registration Number:	1922837	JENSEN
Registration Number:	1812742	P PRESTIGE
Registration Number:	1606197	GAMMA LOOP
Registration Number:	1574559	FM+
Registration Number:	1579805	PI
Registration Number:	1432756	AUDIOVOX
Registration Number:	1462534	SPIKEMASTER
Registration Number:	1303380	RECOTON
Registration Number:	1286700	DISCWASHER
Registration Number:	1244274	AMBICO
Registration Number:	1251409	RECOTON
Registration Number:	1234338	AUDIOVOX
Registration Number:	1008947	ADVENT

	1017697	DISCWASHER
Registration Number:	0906567	RCA
Registration Number:	0906566	RCA
Registration Number:	0887899	RCA
Registration Number:	0887898	RCA
Registration Number:	0866375	RCA
Registration Number:	0866374	RCA
Registration Number:	0852759	RCA
Registration Number:	0852758	RCA

CORRESPONDENCE DATA

Fax Number: 5168027008
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 516-802-7007
Email: dcamelo@levystopol.com
Correspondent Name: Dianne M. Camelo
Address Line 1: 1425 RXR Plaza
Address Line 4: Uniondale, NEW YORK 11556-1425

NAME OF SUBMITTER:	Dianne M. Camelo
Signature:	/dianne m camelo/
Date:	01/02/2013

Total Attachments: 5
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source=Certified Certificate of Merger#page4.tif
source=Certified Certificate of Merger#page5.tif

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Jeffrey W. Bullock

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

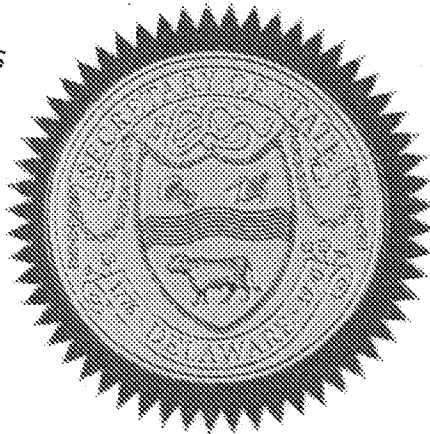
5. at Dover, Delaware

6. the twenty-second day of June, A.D. 2012

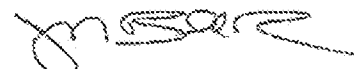
7. by Secretary of State, Delaware Department of State

8. No. 0471556

9. Seal/Stamp:



10. Signature:


Secretary of State

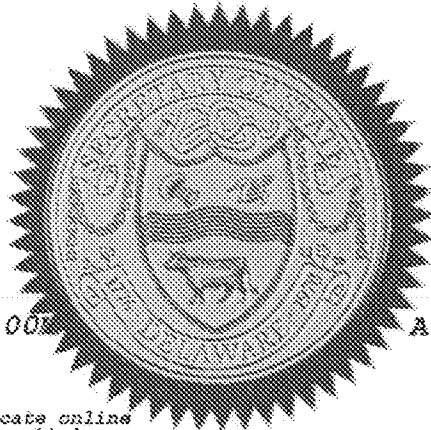
Delaware

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:

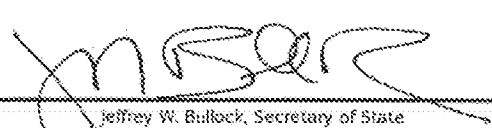
"VOXX INTERNATIONAL CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "AUDIOVOX CORPORATION" UNDER THE NAME OF "VOXX INTERNATIONAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 2011, AT 11:09 O'CLOCK A.M.



2123128 8100L

120766948

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9662775

DATE: 06-22-12

TRADEMARK
REEL: 004931 FRAME: 0647

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
VOXX INTERNATIONAL CORPORATION,
A DELAWARE CORPORATION
WITH AND INTO
AUDIOVOX CORPORATION,
A DELAWARE CORPORATION

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

AUDIOVOX CORPORATION (the "Corporation"), a corporation incorporated on the 10th day of April, 1987, pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. That the Corporation is organized and existing under the General Corporation Law of the State of Delaware.
2. That the Corporation owns 100% of the outstanding capital stock of VOXX INTERNATIONAL CORPORATION, a Delaware corporation ("VIC") incorporated on the 5th day of October, 2011, pursuant to the provisions of the General Corporation Law of the State of Delaware.
3. That the Corporation determined to merge VIC into itself (the "Merger") by resolution of its board of directors attached hereto as Exhibit A, duly adopted on the 11th day of October, 2011.
4. Pursuant to Section 253(b) of the General Corporation Law of Delaware the name of the corporation surviving the merger shall be VOXX INTERNATIONAL CORPORATION, and Article One of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended to read as follows:

"The name of this corporation is VOXX INTERNATIONAL CORPORATION."

5. The Merger shall become effective upon filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer on this 29th day of November, 2011.

AUDIOVOX CORPORATION

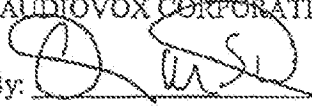
By: 
Name: Charles M. Stoehr
Title: Senior VP & CFO

EXHIBIT A

Resolutions of the Board of Directors of Audiovox Corporation,
a Delaware Corporation (the "Corporation")

Merger with VOXX INTERNATIONAL CORPORATION

WHEREAS, the Corporation owns 100% of the outstanding capital stock of VOXX INTERNATIONAL CORPORATION, a corporation organized and existing under the laws of the State of Delaware under the name "VOXX INTERNATIONAL CORP.", which corporation's name was changed to "VOXX INTERNATIONAL CORPORATION" on October 26, 2011 ("VOXX INTERNATIONAL") and,

WHEREAS, the Board desires that VOXX INTERNATIONAL merge with and into the Corporation and that the Corporation possess itself of all the estate, property, rights, privileges and franchises of VOXX INTERNATIONAL;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby authorizes the merger of VOXX INTERNATIONAL with and into the Corporation, with the Corporation continuing as the surviving corporation (the "Merger"); and it was

RESOLVED FURTHER, that upon the effective date of the Merger, the name of the Corporation shall be changed from "Audiovox Corporation" to "VOXX INTERNATIONAL CORPORATION" pursuant to Section 253(b) of the Delaware General Corporation Law; and it was

RESOLVED FURTHER, that upon the effective date of the Merger, the Corporation shall assume any and all assets, obligations and liabilities of VOXX INTERNATIONAL pursuant to Section 253 of the Delaware General Corporation Law; and it was

RESOLVED FURTHER, that each outstanding share of capital stock of VOXX INTERNATIONAL will be canceled and extinguished upon the effectiveness of the Merger, and no consideration shall be issued in exchange therefor; and it was

RESOLVED FURTHER, that the officers of the Corporation be and hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolution to merge VOXX INTERNATIONAL with and into the Corporation and assume VOXX INTERNATIONAL's assets, liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware; and it was

RESOLVED FURTHER, that the Merger of VOXX INTERNATIONAL with and into the Corporation shall become effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware as provided for therein; and it was

RESOLVED FURTHER, that the Certificate of Ownership and Merger in the form attached hereto as Annex A be and hereby is approved and adopted in all respects; and it was

RESOLVED FURTHER, that upon the effective time of the Merger, the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") in effect immediately prior to the effectiveness of the Merger shall continue to be the Certificate of Incorporation of the Corporation; provided, however, that the amendment to Article One of said Certificate of Incorporation as is effected by the merger is as follows: "The name of this corporation is VOXX INTERNATIONAL CORPORATION"; and it was further

RESOLVED FURTHER, that upon the effective time of the Merger, the directors and officers of the Corporation, as constituted immediately prior to the effectiveness of the Merger, shall continue to be the directors and officers of the Corporation; and it was

RESOLVED FURTHER, that each stock certificate evidencing the ownership of each share of Common Stock of the Corporation issued and outstanding immediately prior to the effective time of the merger shall continue to evidence ownership of the shares of the Corporation; and it was

RESOLVED FURTHER, that each stock certificate evidencing the ownership of Common Stock of Corporation issued anytime after the effective time of the merger shall be in the form of the stock certificate attached hereto as Annex B or as otherwise approved by the Appropriate Officers of the Corporation; and it was

RESOLVED FURTHER, that the Board hereby authorizes, directs and empowers the Chief Executive Officer, the Executive Vice Presidents, Senior Vice Presidents and Vice Presidents of the Corporation (the "Appropriate Officers"), and each of them, for and on behalf of the Corporation, to take any and all such actions, and prepare, execute and deliver any and all such documents, including filing of the Certificate of Ownership and Merger, as may be necessary or advisable to carry out the foregoing resolutions, and hereby ratifies and confirms any and all actions taken heretofore to accomplish such purposes.