

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/22/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Group III International Ltd.		01/18/2012	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Group III International, Inc.
Street Address:	2981 W. McNab Road
City:	Pompano Beach
State/Country:	FLORIDA
Postal Code:	33069
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	85305236	FACECASE
Serial Number:	85303341	MOBILE PACK
Serial Number:	85303333	MOBILITY PACK
Serial Number:	85303322	MOBILE PAK
Serial Number:	85303313	MOBILITY PAK
Registration Number:	4251397	TABLETSAFE
Registration Number:	4155410	NEVER SO LITE
Registration Number:	3956942	FRENCH WEST INDIES DEPUIS 1984
Registration Number:	3870639	N NAVIGATOR
Registration Number:	3870491	GLOBAL TRAVELER
Registration Number:	3765126	SCAN SMART
Registration Number:	1912529	LANDING GEAR
Registration Number:	1762860	NAVIGATOR

CH \$465.00 85305236

Registration Number:	1702513	MILLENNIUM
Registration Number:	1690177	SUPERCARRIER
Registration Number:	1745199	EVERYTHING BAG
Registration Number:	1721102	DESIGNER GALLERY
Registration Number:	1202036	WORLD CLASS

**CORRESPONDENCE DATA**

Fax Number: 4149788789  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 4142775789  
Email: tm-dept@quarles.com  
Correspondent Name: Cheryl M. Smukowski  
Address Line 1: 411 East Wisconsin Avenue  
Address Line 2: Quarles & Brady LLP  
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	149167.00002
NAME OF SUBMITTER:	Cheryl M. Smukowski
Signature:	/cms/
Date:	04/03/2013

**Total Attachments: 18**

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March 22, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GROUP III INTERNATIONAL, INC.  
2981 W MCNAB ST  
POMPANO BEACH, FL 33069

Re: Document Number P11000099893

The Articles of Merger were filed March 22, 2012, for GROUP III INTERNATIONAL, INC., the surviving Florida entity.

This document was electronically received and filed under FAX audit number H12000075429.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6050, the Amendment Section.

Sylvia Gilbert  
Regulatory Specialist II  
Division of Corporations

Letter Number: 712A00009997

P.O BOX 6327 - Tallahassee, Florida 32314

TRADEMARK  
REEL: 004997 FRAME: 0690

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Group III International, Inc.</u>	<u>Florida</u>	<u>P11000099893</u>

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Group III International Ltd.</u>	<u>New York</u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
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**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on January 18, 2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 18, 2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*



AGREEMENT AND PLAN OF MERGER

Between

GROUP III INTERNATIONAL LTD.,  
(a New York corporation)

and

GROUP III INTERATIONAL, INC.  
(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER is made and adopted on January 18, 2012 by Group III International Ltd., a business corporation of the State of New York ("Group III NY"), and by its Board of Directors and sole shareholder on said date, and adopted on January 18, 2012 by Group III International, Inc., a business corporation incorporated under the laws of the State of Florida ("Group III FL"), and by its Board of Directors and sole shareholder on said date.

In consideration of the mutual covenants set forth in this Agreement and Plan of Merger, Group III NY and Group III FL hereby covenant and agree as follows:

1. The participating corporations, Group III NY and Group III FL, shall pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, Group III FL, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name, Group III International, Inc. pursuant to the provisions of the laws of the jurisdiction of its incorporation. The separate existence of Group III NY, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York. Group III NY was incorporated May 22, 1984.

2. The surviving corporation, Group III FL, agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, Group III NY, for the enforcement of any liability or obligation of Group III NY for which Group III FL is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the Group III NY to receive payment for their shares against Group III FL.

3. The general counsel of Group III NY hereby designates the Secretary of State of New York as agent of Group III NY and that any service of process in any action or special proceeding against Group III NY may be sent to: David Gershman, Esq., 550 South Dixie Highway, #300, Coral Gables, FL 33146.

4. No application for authority by the surviving entity, Group III FL, has been filed in the State of New York and that no business will be done by the surviving entity, Group III FL until such application may be filed.

5. The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is Group III International, Inc. The jurisdiction of its incorporation is Florida; and the date of its incorporation therein is November 21, 2011.

6. The effective date of the merger will be as of the date of filing the Certificate of Merger with the Secretary of State of the State of New York.

7. The number of outstanding shares of the terminating corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote. The number of the aforesaid outstanding shares is not subject to change prior to the effective date of the merger.

8. The number of outstanding shares of the surviving corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote. The number of the aforesaid outstanding shares is not subject to change prior to the effective date of the merger.

9. The surviving corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of Group III NY the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

10. A Plan of Merger herein made and adopted was submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation. Pursuant to Section 615, all shareholders of the terminating corporation entitled to vote without a meeting of a New York corporation waived notice of a meeting by giving their written consent approving a plan of merger.

11. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

12. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

13. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into the same number of shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which

is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

14. The Plan of Merger having been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

15. All fees and taxes (including penalties and interest) administered by the department of taxation and finance which are then due and payable by Group III NY have been paid and that a cessation franchise tax report through the anticipated merger date has been filed for the terminating corporation.

16. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan of Merger or of the merger herein.

17. Notwithstanding the adoption of the Plan of Merger by the shareholders entitled to vote of the terminating corporation and the authorization of the merger upon behalf of the surviving corporation in the manner prescribed by the laws of the jurisdiction of its incorporation in Florida, the Plan of Merger will not be abandoned prior to the filing of a Certificate of Merger of the corporations by the Department of State of the State of New York since Group III FL duly filed its Certificate of Domestication and Articles of Incorporation of Group III International, Inc. on November 21, 2011.

18. The surviving corporation, Group III FL shall thereafter cause a copy of its Certificate of Domestication and Articles of Incorporation, certified by the Secretary of State of the State of Florida to be filed in the office of the clerk of the county of New York.

19. The effective date of the merger upon the surviving corporation shall be the same date as of the date of filing the Certificate of Merger with the Secretary of State of the State of New York.



IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of GROUP III INTERNATIONAL LTD. and GROUP III INTERNATIONAL, INC. by their respective duly authorized representatives, all as of the date and year first above stated.

ATTEST:

GROUP III INTERNATIONAL LTD.

Phyllis M. Dennis

By: David Gershman  
Name: David Gershman  
Title: Secretary and General Counsel

ATTEST:

GROUP III INTERNATIONAL, INC.

Phyllis M. Dennis

By: David Gershman  
Name: David Gershman  
Title: Secretary and General Counsel



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 22, 2011

CSC  
ATTN: STEPHANIE MILNES

The Certificate of Domestication and Articles of Incorporation for GROUP III INTERNATIONAL, INC. were filed on November 21, 2011 effective August 22, 1984, and assigned document number P11000099893. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to [www.irs.gov](http://www.irs.gov).

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any further questions regarding this matter, please feel free to telephone (850) 245-6929, the New Filings Section.

Justin M Shivers  
Regulatory Specialist II  
Division of Corporations

Letter Number: 811A00026346

Account number: I20000000195

Amount charged: 128.75

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

TRADEMARK

REEL: 004997 FRAME: 0697

# State of Florida



## Department of State

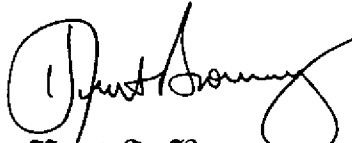
I certify the attached is a true and correct copy of the Certificate of Domestication and Articles of Incorporation for GROUP III INTERNATIONAL, INC., filed on November 21, 2011 effective August 22, 1984, as shown by the records of this office.

The document number of this corporation is P11000099893.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Twenty-second day of November, 2011



CR2EO22 (1-11)

  
Kurt S. Browning  
Secretary of State

**CERTIFICATE OF DOMESTICATION**

The undersigned, David Gershman, General Counsel and Secretary of Group III International Ltd., a foreign corporation (the "Corporation"), in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was May 22, 1984.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was New York.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Group III International Ltd.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this Certificate of Domestication is Group III International, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was New York.
6. Attached hereto are Articles of Incorporation of Group III International, Inc. to complete the domestication requirements pursuant to s. 607.1801.

[The Remainder Of This Page Intentionally Left Blank]

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I am David Gershman of Group III International Ltd. and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 21<sup>st</sup> day of November, 2011.

GROUP III INTERNATIONAL LTD.

By: David Gershman  
David Gershman, General Counsel and  
Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION  
OF  
GROUP III INTERNATIONAL, INC.

ARTICLE I

Name

The name of the Corporation is Group III International, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 2981 W. McNab Road, Pompano Beach, Florida 33069.

ARTICLE III

Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended.

ARTICLE IV

Registered Agent and Office

The address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent at such office is Corporation Service Company.

ARTICLE V

Capital Stock

The Corporation shall have authority to issue a total of two hundred (200) shares of common stock, no par value.

ARTICLE VI

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the state of Florida or with these Articles of Incorporation. The shareholders of the

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

## ARTICLE VII

### Keeping of Books

The books of the Corporation may be kept at such place within or without the state of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

## ARTICLE VIII

### Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

## ARTICLE IX

### Incorporator

The name of the Incorporator is David Gershman and the address of the Incorporator is 550 S. Dixie Highway, Suite 300, Coral Gables, Florida 33146.

## ARTICLE X

### Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any director, or any former director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE XI

### Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

[The Remainder Of This Page Intentionally Left Blank]



IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the state of Florida has signed these Articles of Incorporation this 21<sup>st</sup> day of November, 2011, and affirms that the statements made herein are true under the penalties of perjury.

David Gershman  
David Gershman, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Group III International, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

By: Stephanie Milnes  
Title: Asst. V.P.

Dated: 11/21, 2011

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2011 NOV 21 AM 7:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

GROUP III INTERNATIONAL LTD.

Under Section 402 of the Business Corporation Law

INFO.  
P4100317

B104088

B104088

IT IS HEREBY CERTIFIED THAT:

(1) The name of the Corporation is:

GROUP III INTERNATIONAL LTD.

(2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The Corporation is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

(3) The number of shares which the Corporation shall have the authority to issue is 200 Shares at no par value.

(4) The principal office of the corporation is to be located in the City of New York County of New York State of New York.

(5) The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

c/o The Corporation  
360 Lexington Avenue  
New York, N.Y. 10017

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been subscribed this 11th day of May, 1984 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Deborah Ann Grady  
Deborah Ann Grady, Incorporator      500 Central Avenue, Albany, NY 12206  
Address

*J*

B104088

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAY 22 1984

AMT. OF CHECK \$ 100  
 FILING FEE \$ 10  
 TAX \$ 0  
 COUNTY FEE \$ \_\_\_\_\_  
 CORP. \$ \_\_\_\_\_  
 CERT. \$ \_\_\_\_\_  
 REWARD \$ \_\_\_\_\_  
 SPEC. HANDLE \$ \_\_\_\_\_  
 BY: [Signature]

CERTIFICATE OF INCORPORATION  
OF

GROUP III INTERNATIONAL LTD.

Under Section 402 of the Business Corporation Law

*7-10*

FILER:

PHILIPS & MUSHKIN  
360 LEXINGTON AVENUE  
NEW YORK, NY 10017

**INFO  
BILLED**  
P2100317

*353626*

***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 August 26, 2011.

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

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 05/09