

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/08/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brand Resource, Ltd.		03/01/2011	CORPORATION: NEW YORK
B&A Sports, Ltd.		03/01/2011	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Alpha Garment, Inc.
Street Address:	1385 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	77005424	TOKYO 5
Serial Number:	77295370	T5
Serial Number:	77736313	TOKYO FIVE
Serial Number:	77797935	
Serial Number:	77977159	LOVELY PEOPLE
Serial Number:	78479771	Z CO.
Serial Number:	78952773	
Serial Number:	78974287	SHOES FOR LOVELY PEOPLE
Serial Number:	78974452	
Serial Number:	85368378	Z CURVE

CORRESPONDENCE DATA

Fax Number: 2123368001

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-336-8050

Email: ptodocket@arelaw.com

Correspondent Name: Chester Rothstein, Esq.

Address Line 1: Amster, Rothstein & Ebenstein LLP

Address Line 2: 90 Park Avenue

Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	96914-0127
NAME OF SUBMITTER:	Chester Rothstein
Signature:	/Chester Rothstein/
Date:	12/10/2013

Total Attachments: 6

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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 March 9, 2011.

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

Daniel E. Shapiro
First Deputy Secretary of State

CERTIFICATE OF MERGER

OF

BRAND RESOURCE, LTD.

AND

B & A SPORTS, LTD.

INTO

ALPHA GARMENT, INC.

Under Section 904 of the Business Corporation Law
of the State of New York

Alpha Garment, Inc., Brand Resource, Ltd. and B & A Sports, Ltd., pursuant to the provisions of Section 904 of the Business Corporation Law of the State of New York the ("BCL"), certify as follows:

1. The constituent entities are Alpha Garment, Inc., Brand Resource, Ltd. and B & A Sports, Ltd., each of which are corporations organized and existing under the laws of the State of New York.
2. The names of the corporations to be merged are Brand Resource, Ltd. and B & A Sports, Ltd.
3. The Certificate of Incorporation of Brand Resource, Ltd. was filed in the Department of State on March 7, 2006.
4. The Certificate of Incorporation of B & A Sports, Ltd. was filed in the Department of State on July 14, 2005.
5. The name of the surviving corporation is Alpha Garment, Inc.
6. The Certificate of Incorporation of Alpha Garment, Inc. was filed in the Department of State on May 21, 1987.
7. As to each constituent corporation, the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the Plan of Merger, and the specification of each class and series entitled to vote as a class on the Plan of Merger, are as follows:

Alpha Garment, Inc.

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common Shares	100	Voting Common Shares	Voting as a Class
Common Shares	100	Non-Voting Common Shares	Voting as a Class

Brand Resource, Ltd.

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common Shares	10	Common Shares	Not Applicable

B & A Sports, Ltd.

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common Shares	10	Common Shares	Not Applicable

8. A Plan of Merger was adopted by the unanimous written consent of the Board of Directors of each constituent corporation. The Plan of Merger was approved by the unanimous written consent of the holders of all of the outstanding shares of each of the constituent corporations entitled to vote on the Plan of Merger, in accordance with Section 615 of the Business Corporation Law.

9. The Certificate of Incorporation of the surviving corporation is amended to add the following new Articles, to be numbered 5, 6 and 7, respectively, relating to (i) the indemnification of officers, directors and agents of the Corporation, (ii) limitations on the liability of directors, and (iii) the removal of directors, all as permitted by BCL 902(a)(4):

5. INDEMNIFICATION:

5.1 The Corporation shall indemnify any person made or threatened to be made a party to any action or proceeding, whether administrative,

civil or criminal, and whether or not by or in the right of the Corporation or of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, by reason of the fact that such person, his testator or intestate, is or was a director or officer of the Corporation or served any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, provided that (i) no indemnification maybe made to or on behalf of any person if precluded by law and (ii) the Corporation shall not be obligated to indemnify any person by reason of the adoption of this Article 5 if and to the extent such person is entitled to be indemnified under a policy of insurance as such policy would apply in the absence of the adoption of this Article 5.

5.2 Reasonable expenses, including attorneys' fees, incurred in defending any action or proceeding, whether threatened or pending, shall be paid or reimbursed by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of the person seeking indemnification to repay such amount to the Corporation to the extent, if any, such person is ultimately found not to be entitled to indemnification.

5.3 Notwithstanding any other provision hereof, no repeal of this Article 5, or amendment hereof or any other corporate action or agreement which prohibits or otherwise limits the right of any person to indemnification or advancement or reimbursement of expenses hereunder, shall be effective as to any person until the 60th day following notice to such person of such action, and no such repeal or amendment or other corporate action or agreement shall deprive any person of any right hereunder arising out of any alleged or actual act or omission occurring prior to such 60th day.

5.4 The Corporation is hereby authorized, but shall not be required, to enter into agreements with any of its directors, officers or employees providing for rights to indemnification and advancement and reimbursement of reasonable expenses, including attorneys' fees, to the extent permitted by law, but the Corporation's failure to do so shall not in any manner affect or limit the rights provided for by this Article 5 or otherwise.

5.5 For purposes of this Article 5, the term "Corporation" shall include any legal successor to the Corporation, including any corporation which acquires all or substantially all of the assets of the Corporation in one or more transactions. For purposes of this Article 5, the Corporation shall be deemed to have requested a person to serve an employee benefit plan where the performance by such person of his duties to the Corporation or any subsidiary thereof also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan, and excise taxes assessed on a person

with respect to an employee benefit plan pursuant to applicable law shall be considered fines.

5.6 The rights granted pursuant to or provided by the foregoing provisions of this Article 5 shall be in addition to and shall not be exclusive of any other rights to indemnification and expenses to which any person may otherwise be entitled.

6. **LIMITATION OF LIABILITY OF DIRECTORS:** No Director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity except as provided by or limited by the laws of the State of New York.

7. **REMOVAL AND APPOINTMENT OF DIRECTORS.** Any or all of the directors may be removed, for cause or without cause, by vote of the shareholders. Any director may be removed for cause by action of the Board. The board of directors of the corporation may fill vacancies occurring in the board by reason of the removal of directors for cause.

10. No other amendments or changes in the certificate of incorporation of the surviving corporation will be effected by the merger.

11. The merger herein certified will be effective upon the filing of this certificate in the Department of State.

12. The executed Plan of Merger between the constituent corporations named herein is on file at a place of business of the surviving constituent corporation, the address of which is as follows:

1385 Broadway
New York, New York 10018

IN WITNESS WHEREOF, this certificate has been signed on the 1st day of March, 2011 under the penalties of perjury.

ALPHA GARMENT, INC.

By: /s/ Assad Jebara
Assad Jebara, President

BRAND RESOURCE, LTD.

By: /s/ Assad Charles Jebara
Assad Charles Jebara, President

B & A SPORTS, LTD.

By: /s/ Patricia Kerrigan
Patricia Kerrigan, President

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CERTIFICATE OF MERGER
OF
BRAND RESOURCE, LTD.
AND
B & A SPORTS, LTD.
INTO
ALPHA GARMENT, INC.

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FILED

Under Section 904 of the Business Corporation Law
of the State of New York

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 08 2011

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BY: _____
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Edwards Angell Palmer & Dodge LLP
750 Lexington Avenue
New York, New York 10022

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RECORDED: 12/10/2013