

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM451283

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/23/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MARCHON INTERNATIONAL, LTD.		09/23/2014	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	MARCHON EYEWEAR, INC.		
Street Address:	201 Old Country Road		
Internal Address:	Third Floor		
City:	Melville		
State/Country:	NEW YORK		
Postal Code:	11747		
Entity Type:	Corporation: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3911376	SX SOLAR EXPRESS	
CORRESPONDENCE DATA			
Fax Number:	2125215450		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-521-5432		
Email:	mpikser@reedsmith.com		
Correspondent Name:	Meredith D. Pikser		
Address Line 1:	599 Lexington Avenue		
Address Line 2:	22nd Floor		
Address Line 4:	New York, NEW YORK 10022		
NAME OF SUBMITTER:	Meredith D. Pikser		
SIGNATURE:	/Meredith D. Pikser/		
DATE SIGNED:	11/17/2017		
Total Attachments: 4			
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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 MERGER, WHICH MERGES:

"MARCHON INTERNATIONAL, LTD.", A DELAWARE CORPORATION,
WITH AND INTO "MARCHON EYEWEAR, INC." UNDER THE NAME OF
"MARCHON EYEWEAR, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2014, AT
5:54 O'CLOCK P.M.

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

5608830 8100M

141212332

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1728378

DATE: 09-25-14

TRADEMARK
REEL: 006207 FRAME: 0613

CERTIFICATE OF MERGER

of

MARCHON INTERNATIONAL, LTD.
(a Delaware Corporation)

into

MARCHON EYEWEAR, INC.
(a New York Corporation)

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW OF THE STATE OF NEW YORK
AND SECTION 252 OF THE GENERAL CORPORATE LAW OF THE STATE OF DELAWARE

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(a) Marchon Eyewear, Inc. ("MEI"), which is incorporated under the laws of the State of New York; and

(b) Marchon International, Ltd. ("International"), which is incorporated under the laws of the State of Delaware.

2. MEI is a New York corporation formed on September 9, 1982 by the filing of a Certificate of Incorporation with the Secretary of State of the State of New York. MEI has current issued and outstanding 2 shares of Class A stock and 4,999,998 shares of Class B stock. The name under which MEI was formed was Roth and Berg Management Corporation.

3. International is a Delaware corporation formed on October 20, 1994 by the filing of a Certificate of Incorporation with the Secretary of State of the State of Delaware. International has current issued and outstanding 398 shares of Class A stock and 2 shares of Class B stock.

4. Each share of International capital stock issued and outstanding immediately prior to the Effective Time (defined below) shall, at the Effective Time, be cancelled. Each share of MEI capital stock issued and outstanding immediately prior to the Effective Time shall, at and after the Effective Time, continue to be issued and outstanding as a share of capital stock of the Surviving Corporation (defined below).

5. An Agreement and Plan of Merger has been approved, adopted, executed, certified and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 902 of the Business Corporation Law of the State of New York ("BCL") and Section 252 of the Delaware General Corporation Law, as applicable.

6. The name of the surviving corporation in the merger herein certified is Marchon Eyewear, Inc. ("Surviving Company"), which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the BCL.

7. The Certificate of Incorporation of the Surviving Company, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the BCL.

8. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid Surviving Company, the address of which is as follows:

201 Old Country Road, Third Floor
Melville, New York 11747

A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Company without cost and upon request to any stockholder of any constituent corporation.


9. The Surviving Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Company, the address of which is as follows.

201 Old Country Road, Third Floor
Melville, New York 11747

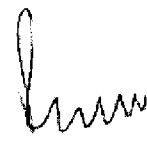
10. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective upon filing of this Certificate of Merger ("Effective Time").

Dated: September 23, 2014

MARCHON EYEWEAR, INC., a New York
corporation

By: 
Name: Philip G. Hibbert
Title: CFO

MARCHON INTERNATIONAL, LTD., a
Delaware corporation

By: 
Name: Philip G. Hibbert
Title: Senior Vice President, Finance