

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM801375

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/31/2023		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SPY OPTIC INC.		01/23/2023	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SPY INC.		
<b>Street Address:</b>	2810 CARIBOU COURT, SUITE 160		
<b>City:</b>	CARLSBAD		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92010		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 50</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	6186568	DEADBOLT	
<b>Registration Number:</b>	5788292	SIC	
<b>Registration Number:</b>	5751861	LOCK STEADY	
<b>Registration Number:</b>	5662751	FOUNDATION	
<b>Registration Number:</b>	5347127		
<b>Registration Number:</b>	4863809	SEE BETTER. FEEL BETTER.	
<b>Registration Number:</b>	4805295	SPY BRAVO	
<b>Registration Number:</b>	4805294	SPY FLYNN	
<b>Registration Number:</b>	4805293	SPY TOURING	
<b>Registration Number:</b>	4805292	SPY HELM	
<b>Registration Number:</b>	4914603	SPY DISCORD	
<b>Registration Number:</b>	4914602	SPY OPTICS	
<b>Registration Number:</b>	4805280	SPY SNOW GOGGLES	
<b>Registration Number:</b>	4805279	SPY SKI GOGGLES	
<b>Registration Number:</b>	4805278	SPY GOGGLES	
<b>Registration Number:</b>	4805276	SPY HIELO	
<b>Registration Number:</b>	4805275	SPY LOGAN	
<b>Registration Number:</b>	4805274	SPY GLASSES	

CH \$1265.00 6186568

Property Type	Number	Word Mark
Registration Number:	4805061	HAPPY BUDS
Registration Number:	4969920	HAPPY GOGGLES
Registration Number:	4969919	HAPPY SUNGLASSES
Registration Number:	4919079	DISCORD
Registration Number:	5519787	SPY OPTIC
Registration Number:	5266289	SPY
Registration Number:	5114882	RISE VENTILATION
Registration Number:	4720479	GEO FORCE
Registration Number:	3981518	TRON
Registration Number:	4538368	MCCOY
Registration Number:	4526135	SPECTRA
Registration Number:	4463426	HAPPY LENS
Registration Number:	5757866	SPY
Registration Number:	4318949	SPY CROSSTOWN COLLECTION
Registration Number:	4373999	SPY
Registration Number:	3218701	SPYOPTIC
Registration Number:	3146490	ARC
Registration Number:	2984045	DRI-FORCE
Registration Number:	4859917	SPY
Registration Number:	4703926	SPY
Registration Number:	3750166	SPY
Registration Number:	3648121	SPYOPTIC
Registration Number:	3468936	
Registration Number:	3436802	
Registration Number:	3489694	LOGAN
Registration Number:	3489693	HIELO
Registration Number:	3700605	SPY
Registration Number:	2146655	SCOOP
Registration Number:	2157268	
Registration Number:	2092022	PLUS SYSTEM
Registration Number:	1981513	SPY
Registration Number:	2137853	

**CORRESPONDENCE DATA**

**Fax Number:**

*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.*

**Phone:** 404-885-1500

**Email:** tmatlanta@seyfarth.com

**Correspondent Name:** Joseph V. Myers III  
**Address Line 1:** 1075 Peachtree St. NE, #2500  
**Address Line 4:** Atlanta, GEORGIA 30309

**ATTORNEY DOCKET NUMBER:** 112514-2

**NAME OF SUBMITTER:** Joseph V. Myers III

**SIGNATURE:** /jvm/

**DATE SIGNED:** 04/07/2023

**Total Attachments: 4**

source=Spy Optic Inc. - Spy Inc. - Certificate of Merger (DE) (Filed)#page1.tif  
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# Delaware

The First State

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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:

"SPY OPTIC INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "SPY INC." UNDER THE NAME OF "SPY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2023, AT 12:18 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

3842408 8100M  
SR# 20230315981

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202611467  
Date: 01-31-23

**TRADEMARK**  
**REEL: 008036 FRAME: 0708**

**CERTIFICATE OF MERGER**

of

**SPY OPTIC INC.,  
a California Corporation**

**with and into**

**SPY INC.,  
a Delaware Corporation**

Pursuant to the provisions of Title 8, Section 253 of the General Corporation Law of the State of Delaware, Spy Inc., a Delaware corporation (“**SPY DE**”), and Spy Optic Inc., a California corporation (“**SPY CA**” and together with SPY DE, the “**Parties**”) and a wholly-owned subsidiary of SPY DE, do hereby certify to the following facts relating to the merger of SPY CA with and into SPY DE (the “**Merger**”):

**FIRST:** The name and state of incorporation of each of the constituent corporations of the Merger (the “**Constituent Corporations**”) are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Spy Optic Inc.	California
Spy Inc.	Delaware

**SECOND:** An Agreement and Plan of Merger (the “**Agreement**”) by and between SPY DE and SPY CA, setting forth the terms and conditions of the Merger, has been certified, approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Title 8, Section 253 of the General Corporation Law of the State of Delaware and Section 1110 of the California Corporations Code.

**THIRD:** In accordance with the Agreement, SPY CA will merge with and into SPY DE. Following the Merger, SPY DE will continue as the surviving corporation (the “**Surviving Corporation**”) and the separate corporate existence of SPY CA will cease. The name of the Surviving Corporation of the Merger is Spy Inc.

**FOURTH:** Upon the effectiveness of the Merger, the certificate of incorporation of the Surviving Corporation, as in effect immediately prior to the Merger, shall be its certificate of incorporation.

**FIFTH:** The executed Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is 2810 Caribou Court, Suite 160, Carlsbad, CA 92010.

**SIXTH:** A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

**SEVENTH:** The Merger shall be effective as of the filing of this certificate.

**EIGHTH:** The authorized capital of SPY CA, the foreign corporation which is a party to the Merger, is 1,000 shares of Common Stock, \$0.0001 par value per share.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the Parties have caused this Certificate of Merger to be signed by their duly authorized officers as of January 23rd, 2023.

**SPY OPTIC INC.,**  
a California corporation

By: Peter Smith  
Peter Smith  
President

**SPY INC.,**  
a Delaware corporation

By: Peter Smith  
Peter Smith  
President and CEO