

09-27-2001



101857100

9-24-01

R

RECEIVED
SEP 24 2001

FORM PTO-1618A
Expires 06/30/99
OMB 0851-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
7 31 01
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name CC, LLC

Execution Date
Month Day Year

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other Limited liability company

Citizenship/State of Incorporation/Organization Massachusetts

Receiving Party

Mark if additional names of receiving parties attached

Name Zoots Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 27 Needham Street

Address (line 2) _____

Address (line 3) Newton MA 02461

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/27/2001 6TOM11 00000009 75769317

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
250.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0321-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0321-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

P.1 NO.805

CHORATE HALL & STEWART

SEP. 17. 2001 1:16PM

TRADEMARK

REEL: 002374 FRAME: 0180

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Heidi A. Schiller, Esq.

Address (line 1) Choate, Hall & Stewart

Address (line 2) Exchange Place, 53 State Street

Address (line 3) Boston, MA 02109

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (617) 248-2127

Name Heidi A. Schiller, Esq.

Address (line 1) Choate, Hall & Stewart

Address (line 2) Exchange Place, 53 State Street

Address (line 3) Boston, MA 02109

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75769317

76134433

2319767

2428729

2443405

75762446

2349023

2424206

75732519

2282160

2424224

Number of Properties Enter the total number of properties involved.

11

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 290.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

03-1721

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Heidi A. Schiller, Esq.

Name of Person Signing

Heidi A. Schiller

Signature

9/17/01

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "ZOOT'S CORPORATION", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JULY, A.D. 2001, AT 8:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3036245 8100

AUTHENTICATION: 1289609

010391907

DATE: 08-10-01

TRADEMARK
REEL: 002374 FRAME: 0182

**CERTIFICATE OF MERGER
OF**

**CC, LLC
(a Massachusetts limited liability company)**

AND

**ZOOTS CORPORATION
(a Delaware corporation)**

To the Secretary of State
of the State of Delaware

It is hereby certified that:

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

(i) CC, LLC, a limited liability company formed under the laws of The Commonwealth of Massachusetts (the "LLC"); and

(ii) Zoots Corporation, a corporation organized under the laws of the State of Delaware (the "Corporation").

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by the LLC and the Corporation in accordance with the provisions of Chapter 8, Section 264 of the Delaware General Corporation Law.

3. The Corporation adopted such agreement of merger pursuant to Chapter 8, Section 251(f) (as required by Chapter 8, Section 264) of the Delaware General Corporation Law, and no shares of capital stock of the Corporation had been issued prior to the adoption by the Board of Directors of the Corporation of the resolution approving the agreement of merger.


4. The surviving entity shall be Zoots Corporation (the "Surviving Entity").

5. The Certificate of Incorporation of Zoots Corporation shall be the Certificate of Incorporation of the Surviving Entity.

6. The executed agreement of merger is on file at the principal place of business of the Surviving Entity. The address of the principal place of business of the Surviving Entity is 27 Needham Street, Newton, MA 02461. A copy of the agreement of merger will be furnished by the Surviving Entity on request and without cost to any member of the LLC or any stockholder of the Corporation.

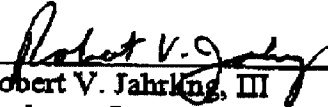
IN WITNESS WHEREOF, Zoots Corporation has caused this certificate to be signed by an authorized officer thereof.

ZOOTS CORPORATION

By: 

Todd Krasnow
Chief Executive Officer

ATTEST:

By: 

Robert V. Jahrling, III
Assistant Secretary