

05-18-2005

5.16.05

RECO
TR



103005174

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

St. Tropez

- Individual(s)
- General Partnership
- Corporation- State: CA
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) United States

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: St. Tropez, INC.

Internal

Address: _____

Street Address: 27334 Muirfield Lane

City: Valencia

State: CA

Country: USA Zip: 91355

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship CA, United States
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) September 14, 2004

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
See attached

B. Trademark Registration No.(s)
See Attached

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
See Attached

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Marvin H. Kleinberg

Internal Address: Suite 1080

Street Address: 2049 Century Park East

City: Los Angeles

State: CA Zip: 90067

Phone Number: 310.557.1511

Fax Number: 310.557.1540

Email Address: mkleinberg@kleinberglermer.com

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 215.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 01-2224
Authorized User Name Kleinberg & Lerner, LLP

9. Signature:

Signature

Date

05/17/2005 BYRNE 00000044 2607124

Marvin H. Kleinberg

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Recordation Form Cover Sheet
TRADEMARK ONLY (Attachment)

A. TM Application No.(s)	B. TM Registration No.(s)	ID or Description of TM
	2,607,124	Int Cl.: 3
	2,584,112	Int Cl.: 3
	2,578,309	Int Cl.: 3
	2,909,845	Int Cl.: 3
	2,591,329	Int Cl.: 3
76/536,324		Int Cl.: 3
76/536,323		Int Cl.: 3
76/556,048		Int Cl.: 3

inc 6

A0617223

1718296

FILED
in the office of the Secretary of State
of the State of California

SEP 14 2004

Kevin Shelley
KEVIN SHELLEY, SECRETARY OF STATE

OFFICERS' CERTIFICATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ST. TROPEZ.

Robin Gibson and Timothy Gibson hereby certify that:

1. They are the President and Secretary, respectively, of St. Tropez, a California corporation.
2. These amended and restated Articles of Incorporation have been duly approved by the board of directors of the corporation.
3. These amended and restated Articles of Incorporation have been duly approved by the shareholders holding 100% of the outstanding shares of the corporation. The corporation has only one class of shares and the number of outstanding shares is 20,000.
4. The Articles of Incorporation of the corporation, as amended to the date of the filing of this certificate, including amendments set forth herein but not separately filed (and with omissions required by Section 910 of the Corporations Code) are restated as follows:

I

The name of this corporation is St. Tropez, Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

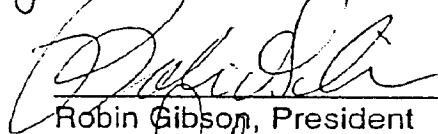
This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

IV


This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 100,000.

Robin Gibson and Timothy Gibson declare under penalty of perjury that they have read the foregoing Certificate and know the contents thereof and that the same is true of their own knowledge.

Executed at Los Angeles, California on August 17, 2004



Robin Gibson, President



Timothy Gibson, Secretary

