

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Top of the World Corporation		03/07/2002	CORPORATION: OKLAHOMA
RECEIVING PARTY DATA			
Name:	TOW Holdings, Inc.		
Street Address:	3001 36th Avenue, N.W.		
City:	Norman		
State/Country:	OKLAHOMA		
Postal Code:	73072		
Entity Type:	CORPORATION: OKLAHOMA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2915957	ONE FIT	
Registration Number:	1727767	TOW	
Registration Number:	1918024	TOP OF THE WORLD	
CORRESPONDENCE DATA			
Fax Number:	(405)239-6651		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	405-235-7700		
Email:	IPmail@crowedunlevy.com		
Correspondent Name:	David M. Sullivan		
Address Line 1:	20 North Broadway, Suite 1800		
Address Line 4:	Oklahoma City, OKLAHOMA 73102		
NAME OF SUBMITTER:	David M. Sullivan		
Signature:	/David M. Sullivan/		
Date:	10/07/2010		

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Total Attachments: 4
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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TOP OF THE WORLD CORPORATION**

(Changing its Name to TOW Holdings, Inc.)

FILED

OCT 28 2002

**OKLAHOMA SECRETARY
OF STATE**

The undersigned officer of Top of the World Corporation, an Oklahoma corporation (the "Corporation") does hereby certify as follows:

1. The Certificate of Incorporation of the Corporation was originally filed with the Oklahoma Secretary of State on December 31, 1992, under the provisions of the Oklahoma General Corporation Act.

2. This Amended and Restated Certificate of Incorporation ("Certificate of Incorporation") has been duly adopted in accordance with the provisions of Sections 1077 and 1080 of the Oklahoma General Corporation Act by the affirmative vote of shareholders holding all the issued and outstanding shares entitled to vote at a meeting of such shareholders.

3. The text of the Certificate of Incorporation of Top of the World Corporation, as amended, is hereby amended and restated in its entirety by this Certificate of Incorporation to provide as follows:

FIRST. The name of the Corporation is TOW Holdings, Inc.

SECOND. The address of its registered office in the State of Oklahoma is 3001 36th Avenue NW, Norman, Cleveland County, Oklahoma 73072. The name of its registered agent at such address is Peter L. Wilson.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Oklahoma General Corporation Act.

FOURTH. The total number of shares of capital stock which the Corporation shall have authority to issue is five hundred (500) shares of Common Stock of the par value of One Hundred and no/100 Dollars (\$100.00) per share.

FIFTH. The Corporation, acting through its Board of Directors, may create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the Corporation, rights or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, including the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which any such shares may be purchased from the Corporation upon the exercise of any such right or option, shall be such as shall be stated in a resolution adopted by the

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Board of Directors providing for the creation and issue of such rights or options, and, in every case, shall be set forth or incorporated by reference in the instrument or instruments evidencing such rights or options. Without limiting the generality of the foregoing, the authority to adopt and maintain a shareholders' rights plan, and to establish the terms and conditions thereof, including the terms and circumstances under which the rights are to be redeemed, shall be reserved exclusively to the Board of Directors of the Corporation.

SIXTH. Election of directors need not be by written ballot unless the bylaws so provide.

SEVENTH. (1) To the fullest extent that the Oklahoma General Corporation Act, as it exists on the original date of filing of this Certificate of Incorporation with the Oklahoma Secretary of State ("Effective Date"), permits the limitation or elimination of the liability of directors, no director of this Corporation shall be liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article SEVENTH shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omissions of such director occurring prior to the time of such amendment or repeal.

(2) If the Oklahoma General Corporation Act is amended after the Effective Date to further limit or eliminate liability of this Corporation's directors for breach of fiduciary duty, then a director of this Corporation shall not be liable for any such breach to the fullest extent permitted by the Oklahoma General Corporation Act as so amended. If the Oklahoma General Corporation Act is amended after the Effective Date to increase or expand liability of directors of this Corporation for breach of fiduciary duty, no such amendment shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omissions of such director occurring prior to the time of such amendment or otherwise adversely affect any right or protection of a director of this Corporation existing at the time of such amendment.

EIGHTH. (1) The Corporation shall indemnify, and may advance litigation expenses to, its officers and directors to the fullest extent permitted by the Oklahoma General Corporation Act, as the same exists or may hereafter be amended, and all other laws of the State of Oklahoma.

(2) The Corporation may indemnify, and may advance litigation expenses to, employees and agents of the Corporation, and persons serving at the request of the Corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or enterprise, to the fullest extent permitted by the Oklahoma General Corporation Act, as the same exists or may hereafter be amended, and all other laws of the State of Oklahoma.

(3) No amendment to or repeal of this Article EIGHTH shall apply to or have any effect on the right of a person entitled to indemnification hereunder to receive such indemnification or on the ability of the Corporation to provide indemnification to any person to which

indemnification is permitted hereunder for or with respect to any acts or omissions of any such person occurring prior to the time of such amendment or repeal.

(4) By action of the Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power or would be required to indemnify him against such liability under the provisions of this Article EIGHTH or of the Oklahoma General Corporation Act.

(5) Any right to indemnification conferred in this Article EIGHTH shall be a contract right and shall not be exclusive of any other right which any person may have or hereafter acquire under the Corporation's Certificate of Incorporation, bylaws, or any statute, bylaw, agreement, resolution of shareholders or directors or otherwise.

NINTH. Except upon the affirmative vote of shareholders holding all the issued and outstanding shares of Common Stock, no amendment to this Certificate of Incorporation may be adopted by the Corporation which would impose personal liability for the debts of the Corporation on the shareholders of the Corporation or which would amend, alter, repeal or adopt any provision inconsistent with this Article NINTH.

TENTH. Subject to the limitations set forth in this Certificate of Incorporation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned officer has signed this Amended and Restated Certificate of Incorporation this 7th day of March, 2002.

TOW Holdings, Inc.

By: 
Peter L. Wilson, Chief Executive Officer

ATTEST:


Peter L. Wilson, Secretary

OFFICE OF THE SECRETARY OF STATE



RESTATED
CERTIFICATE OF INCORPORATION

WHEREAS, the Restated Certificate of Incorporation of
TOW HOLDINGS, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 28th
day of October, 2002.

Kay Dudley
Secretary of State

By: *[Signature]*

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