

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
Sunglass Products of California		10/15/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Zoom Eyeworks, Inc.
Street Address:	2501 Ninth Street
City:	Berkeley
State/Country:	CALIFORNIA
Postal Code:	94710
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2773712	CABLE CAR
Registration Number:	2781956	CLASSIC SERIES READING EYEWEAR
Registration Number:	2769280	FASHION SERIES READING EYEWEAR
Registration Number:	2792002	IOPTIX COMPUTER EYEWEAR
Registration Number:	2701019	IOPTIX
Registration Number:	2502351	SOLTERRA
Registration Number:	2656875	OUTSIDE EYEGEAR
Registration Number:	2545708	SLIM VISION
Registration Number:	2545707	FLIP & FOCUS
Registration Number:	2659822	SIGNATURE READERS
Serial Number:	78288494	TITANIUM SERIES
Serial Number:	78288506	JELLIES EYEWEAR
Serial Number:	78323024	VIEW RIGHT READERS
Serial Number:	78486593	ZOOM EYEWORKS

CH \$515.00 2773712

Serial Number:	78451030	REVEAL
Serial Number:	78451028	RHYTHM
Serial Number:	78451023	ZOOM
Serial Number:	78186714	WINK
Serial Number:	78268799	PREVIEW EYEWEAR
Serial Number:	78234822	HIDEAWAYS

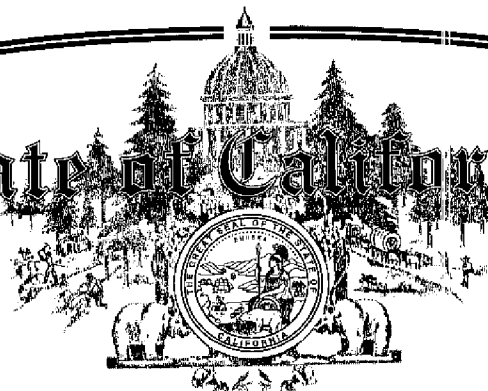
CORRESPONDENCE DATA

Fax Number: (303)629-7610
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 303.825.8000
Email: kkalan@bw-legal.com
Correspondent Name: K Kalan
Address Line 1: 370 17th Street Suite 4800
Address Line 4: Denver, COLORADO 80202

NAME OF SUBMITTER:	K Kalan
Signature:	/kkalan/
Date:	02/04/2005

Total Attachments: 3
source=Restated Articles of Incorporation_110804140410#page1.tif
source=Restated Articles of Incorporation_110804140410#page2.tif
source=Restated Articles of Incorporation_110804140410#page3.tif

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV - 1 2004



Kevin Shelley
Secretary of State

TRADEMARK

A0619329

RESTATED ARTICLES OF INCORPORATION

OF

SUNGLASS PRODUCTS OF CALIFORNIA

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

OCT 28 2004

KEVIN SHELLEY
Secretary of State

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of Sunglass Products of California, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of the corporation is Zoom Eyeworks, Inc.

ARTICLE II

The purpose of the 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.

ARTICLE III

This corporation is authorized to issue only one class of shares of stock; and the total number of shares that this corporation is authorized to issue is 750,000.

ARTICLE IV

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The 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, vote of shareholders or disinterested directors, or otherwise 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. Any repeal or modification of

the foregoing provisions of this Article V. will not adversely affect any right of indemnification or limitation of liability of an agent of the corporation relating to acts or omissions occurring prior to such repeal or modification."

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 50,379. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: October 15, 2004.

By: [Signature]
Name: Jeff DeFazio
Its: President

By: [Signature]
Name: Richard Walter
Its: Secretary

