

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
Jantzen Apparel Corp.		01/31/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Jantzen Apparel, LLC
Street Address:	3000 NW 107th Avenue
Internal Address:	Legal Dept.
City:	Miami
State/Country:	FLORIDA
Postal Code:	33172
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 42

Property Type	Number	Word Mark
Registration Number:	1059378	3 UNDER
Registration Number:	1710164	CLEAN WATER
Registration Number:	0194450	DIVING GIRL
Registration Number:	851501	
Registration Number:	0825723	
Registration Number:	0526944	
Registration Number:	423812	
Registration Number:	1082705	DUNKER
Registration Number:	2541089	+ GUARD
Registration Number:	0817840	INTERNATIONAL SPORTS CLUB
Registration Number:	1123345	J
Registration Number:	1210632	JANFIT
Registration Number:	2197656	JANTZEN

CH \$1065.00 1059378

Registration Number:	825722	JANTZEN
Registration Number:	2065889	JANTZEN
Registration Number:	842511	JANTZEN
Registration Number:	2403409	JANTZEN
Registration Number:	2321381	JANTZEN
Registration Number:	0213637	JANTZEN
Registration Number:	515367	JANTZEN
Registration Number:	0418710	JANTZEN
Registration Number:	0421924	JANTZEN
Registration Number:	0421925	JANTZEN
Registration Number:	1915073	JANTZEN CLEAN WATER EST. 1910
Registration Number:	2255937	JANTZEN JS SIGNATURE
Registration Number:	522178	
Registration Number:	2855202	JANTZEN RUBY
Registration Number:	2476588	NATATOR
Registration Number:	2402870	R
Registration Number:	194451	RED DIVING GIRL
Registration Number:	1762943	REDSAND
Registration Number:	1506035	REDSAND
Registration Number:	2404397	REMORA
Registration Number:	1477817	SANDY BAY
Registration Number:	1477816	SANDY COVE
Registration Number:	843257	SMILEWEAR
Registration Number:	2272876	TERAZ
Registration Number:	2064142	TRIM SWIM
Registration Number:	2269774	UPTAKE
Registration Number:	1997560	ZUMA BEACH
Registration Number:	1462914	ZUMA BEACH
Registration Number:	1980052	FLANNEL EASE

CORRESPONDENCE DATA

Fax Number: (305)406-0513

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 3054181437

Email: geri.mankoff@jantzen.com

Correspondent Name: Geri Lynn Mankoff

Address Line 1: 3000 N.W. 107th Avenue
Address Line 2: Legal Dept.
Address Line 4: Miami, FLORIDA 33172

NAME OF SUBMITTER:	Geri Lynn Mankoff
Signature:	/Geri Lynn Mankoff/
Date:	03/25/2005

Total Attachments: 4
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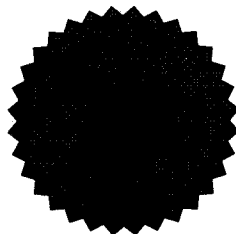
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "JANTZEN APPAREL CORP." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "JANTZEN APPAREL CORP." TO "JANTZEN APPAREL, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2005, AT 6:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2005, AT 11:58 O'CLOCK P.M.



2340213 8100V

050076230

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3651295

DATE: 01-31-05

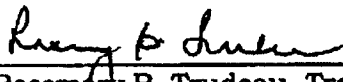
TRADEMARK

REEL: 003052 FRAME: 0968

**State of Delaware
Certificate of Conversion
from a Corporation to
a Limited Liability Company
Pursuant To Section 266 of
The Delaware General Corporation Law.**

- FIRST:** The name of the corporation immediately prior to filing this Certificate is Jantzen Apparel Corp. (the "Converting Corporation").
- SECOND:** The Converting Corporation's Certificate of Incorporation was filed on June 15, 1993.
- THIRD:** The original name of the Converting Corporation as set forth in the Certificate of Incorporation is Jantzen Apparel Corp.
- FOURTH:** The name of the limited liability company as set forth in the Certificate of Formation is Jantzen Apparel, LLC, a Delaware limited liability company.
- FIFTH:** The conversion shall be effective as of January 31, 2005, 11:58 p.m., EST.
- SIXTH:** The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

**Jantzen Apparel Corp., a Delaware
corporation**

By: 
Rosemary B. Trudeau, Treasurer

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18823\0001

*State of Delaware
Secretary of State
Division of Corporations
Delivered 06:36 PM 01/28/2005
FILED 06:43 PM 01/28/2005
SRV 050074134 - 2340213 FILE*

**TRADEMARK
REEL: 003052 FRAME: 0969**

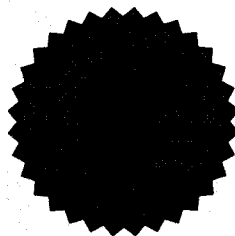
Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "JANTZEN APPAREL, LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2005, AT 6:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2005, AT 11:58 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2340213 8100V

AUTHENTICATION: 3651295

050076230

DATE: 01-31-05

TRADEMARK

REEL: 003052 FRAME: 0970

**STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION
OF
JANTZEN APPAREL, LLC**

- First:** The name of the limited liability company is Jantzen Apparel, LLC, a Delaware limited liability company (the "Company").
- Second:** The address of the Company's registered office in the State of Delaware is 615 South DuPont Highway, in the City of Dover, County of Kent, Zip Code 19901. The name of the Company's registered agent at such address is CorpDirect Agents, Inc.
- Third:** The Company's effective date shall be January 31, 2005, 11:58 p.m., EST.
- Fourth:** The period of duration for the Company shall be perpetual.

In Witness Whereof, the undersigned has executed this Certificate of Formation of Jantzen Apparel, LLC, a Delaware limited liability company, this 28th day of January, 2005.

PEI Licensing, Inc., a Delaware corporation, its sole Member

By: *Rosemary B. Trudeau*
Rosemary B. Trudeau, Treasurer

MIA11CORPSEC\326251.1
180230001

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:36 PM 01/28/2005
FILED 06:43 PM 01/28/2005
SRV 050074134 - 2340213 FILE