

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 12/22/1997     |

**CONVEYING PARTY DATA**

| Name                | Formerly | Execution Date | Entity Type           |
|---------------------|----------|----------------|-----------------------|
| American Crew, Inc. |          | 12/22/1997     | CORPORATION: ILLINOIS |

**RECEIVING PARTY DATA**

|                 |                       |
|-----------------|-----------------------|
| Name:           | American Crew, Inc.   |
| Street Address: | 1732 Champa Street    |
| City:           | Denver                |
| State/Country:  | COLORADO              |
| Postal Code:    | 80202                 |
| Entity Type:    | CORPORATION: DELAWARE |

**PROPERTY NUMBERS Total: 1**

| Property Type        | Number  | Word Mark     |
|----------------------|---------|---------------|
| Registration Number: | 2215539 | AMERICAN CREW |

**CORRESPONDENCE DATA**

Fax Number: (904)378-4153  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 904-378-4112  
 Email: deirdre.robertson@us.thecolomergroup.com  
 Correspondent Name: Colomer USA  
 Address Line 1: 540 Beautyrest Avenue  
 Address Line 2: Deirdre G. Robertson, Esq.  
 Address Line 4: Jacksonville, FLORIDA 32254

|                    |                        |
|--------------------|------------------------|
| NAME OF SUBMITTER: | Deirdre G. Robertson   |
| Signature:         | /deirdre g. robertson/ |
| Date:              | 09/09/2005             |

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**Total Attachments: 6**

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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 THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AMERICAN CREW, INC." AS RECEIVED AND FILED IN THIS OFFICE.

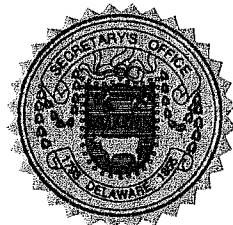
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF MARCH, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "GOLD BOND LABORATORIES INC." TO "AMERICAN CREW, INC.", FILED THE NINTH DAY OF SEPTEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2603311 8100H

AUTHENTICATION: 1773495

020303636

DATE **TRADEMARK**  
**REEL: 003156 FRAME: 0147**

**CERTIFICATE OF INCORPORATION  
OF  
GOLD BOND LABORATORIES INC.**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/15/1996  
960076011 - 2603311

**FIRST:** The name of the Corporation is Gold Bond Laboratories Inc. (hereinafter the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Prentice-Hall Corporation System, Inc.

**THIRD:** 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 the State of Delaware (the "GCL").

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, \$1.00 par value.

**FIFTH:** The name and mailing address of the Sole Incorporator is as follows:

| <u>Name</u>         | <u>Mailing Address</u>                   |
|---------------------|--|
| Annamarie DellaFave | 625 Madison Avenue<br>New York, NY 10022 |

**SIXTH:** The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except, for liability i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, iii) pursuant to Section 174 of the GCL or iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely effect any right or protection of a director of the Corporation existing at the

time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

**SEVENTH:** Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provisions contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

**EIGHTH:** 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 stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 15th day of March, 1996.



\_\_\_\_\_  
Annamarie DellaFave  
Sole Incorporator

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
BEFORE PAYMENT OF ANY PART OF THE CAPITAL OF  
GOLD BOND LABORATORIES INC.**

It is hereby certified that:

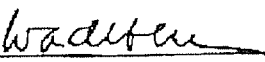
1. The name of the corporation is Gold Bond Laboratories Inc (hereinafter the "Corporation").
2. The Corporation has not received any payment for any of its capital stock.
3. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

FIRST: The name of the Corporation is American Crew,  
Inc. (hereinafter, the "Corporation").

4. The amendment of the Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Section 241 of the General Corporation Law of the State of Delaware, by at least a majority of the directors who have been elected and qualified.

Dated as of September 6, 1996

  
Robert K. Kretzman

  
Wade H. Nichols III

A majority of the directors, there  
being no officers of the Corporation.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 09/09/1996  
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TOTAL P. 02

**TRADEMARK  
REEL: 003156 FRAME: 0150**

CERTIFICATE OF MERGER  
OF  
AMERICAN CREW, INC.  
(an Illinois Corporation)  
AND  
AMERICAN CREW, INC.  
(a Delaware Corporation)

Pursuant to Section 252 of the General  
Corporation Law of the State of Delaware

It is hereby certified that:

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

(i) American Crew, Inc., which is incorporated under that laws of the State of Illinois ("Illinois American Crew") and (ii) American Crew, Inc., which is incorporated under the laws of the State of Delaware (the "Corporation").

2. An Agreement and Plan of Merger, dated as of December 22, 1997, between the constituent corporations (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), to wit, by Illinois American Crew in accordance with the provisions of the Illinois Business Corporation Act and by the Corporation in the same manner as is provided in Section 251 of the DGCL.

3. The name of the surviving corporation in the merger herein certified is American Crew, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the DGCL.

4. The Certificate of Incorporation of the Corporation as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the DGCL.

5. The executed Merger Agreement between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

1860 Blake Street, Suite 200, Denver, Colorado 80202

6. A copy of the aforesaid Merger Agreement will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

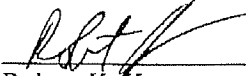
7. The authorized capital stock of Illinois American Crew consists of 10,000 Common shares, no par value.

8. The Merger Agreement between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 1997.

Dated: December 22, 1997.

**AMERICAN CREW, INC.**

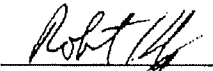
By:

  
\_\_\_\_\_  
Robert K. Kretzman  
Vice President and Secretary

Dated: December 22, 1997.

**AMERICAN CREW, INC.**

By:

  
\_\_\_\_\_  
Robert K. Kretzman  
Vice President and Secretary