

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/28/2005

CONVEYING PARTY DATA

Name	Execution Date
Crocs, Inc.	06/28/2005

RECEIVING PARTY DATA

Name:	Crocs, Inc.
Street Address:	6273 Monarch Park Place
City:	Niwot
State/Country:	COLORADO
Postal Code:	80503

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	7146751

CORRESPONDENCE DATA

Fax Number: (415)576-0300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-571-4000
 Email: jsanders@townsend.com
 Correspondent Name: Jason A. Sanders
 Address Line 1: Townsend and Townsend and Crew LLP
 Address Line 2: Two Embarcadero Center, Eighth Floor
 Address Line 4: San Francisco, CALIFORNIA 94111-3834

ATTORNEY DOCKET NUMBER:	040130-050011US
NAME OF SUBMITTER:	Jason A. Sanders

Total Attachments: 3
 source=040130-000000US Certificate of Merger - Crocs CO to Crocs DE#page1.tif

CH \$40.00 7146751

source=040130-000000US Certificate of Merger - Crocs CO to Crocs DE#page2.tif
source=040130-000000US Certificate of Merger - Crocs CO to Crocs DE#page3.tif

Delaware

PAGE 1

The First State

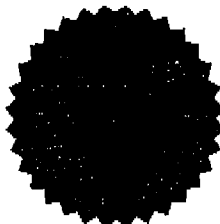
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CROCS, INC.", A COLORADO CORPORATION,
WITH AND INTO "CROCS, INC." UNDER THE NAME OF "CROCS, INC.",
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2005, AT 8:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3935207 8100M

050540511



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3987678

DATE: 06-29-05

PATENT
REEL: 018923 FRAME: 0003

CERTIFICATE OF MERGER

of

CROCS, INC.,
a Colorado corporation

and

CROCS, INC.,
a Delaware corporation

CROCS, INC., a Colorado corporation, and Crocs, Inc., a Delaware corporation, each hereby certify as follows in accordance with Section 252(c) of the Delaware General Corporation Law:

FIRST: The names of the corporations proposing to merge (the "Constituent Corporations") and the states under which such corporations are incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
CROCS, INC. ("CROCS Colorado")	Colorado
Crocs, Inc. ("CROCS Delaware")	Delaware

SECOND: An Agreement and Plan of Merger providing for the merger of CROCS Colorado with and into CROCS Delaware (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252(c) of the Delaware General Corporation Law (the "Merger Agreement").

THIRD: CROCS Delaware is the surviving corporation of the Merger.

FOURTH: The Certificate of Incorporation of CROCS Delaware shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Merger Agreement is on file at the principal office of CROCS Delaware located at 6273 Monarch Park Place, Niwot, Colorado 80503.

SIXTH: A copy of the Merger Agreement will be furnished by CROCS Delaware, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: CROCS Colorado is authorized to issue twenty five million (25,000,000) shares of Common Stock, without par value, and seven million (7,000,000) shares of Series A Preferred Stock, without par value.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 28th day of June, 2005.

CROCS, INC.,
a Colorado corporation

By: /s/ Ronald R. Snyder
Name: Ronald R. Snyder
Title: President and Chief Executive Officer

CROCS, INC.,
a Delaware corporation

By: /s/ Ronald R. Snyder
Name: Ronald R. Snyder
Title: President and Chief Executive Officer

DNVR1:60299234.01