

02-29-2000

2 SHEET

Docket No.:

015390/0027

ONLY



101278693

Read the attached original documents or copy thereof.

To the Honorable Commissioner

1/27/00
MCO
DWM

1. Name of conveying party(ies):

LOLA, INC.

JAN

- Individual(s)
- General Partnership
- Corporation-State **CALIFORNIA**
- Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **AUGUST 3, 1999**

2. Name and address of receiving party(ies):

Name: **EUROPE CRAFT IMPORTS, INC.**

Internal Address: _____

Street Address: **1411 BROADWAY**

City: **NEW YORK** State: **NY** ZIP: **10018**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **NEW JERSEY**
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

SEE
ATTACHED
SCHEDULE

B. Trademark Registration No.(s)

SEE
ATTACHED
SCHEDULE

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **PAUL A. JUERGENSEN**

Internal Address: **SCHULTE ROTH & ZABEL LLP**

Street Address: **900 THIRD AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41):.....\$ **\$265.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP - 500675

02/28/2000 TT0M11 00000264 500675 2102098

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 225.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

PAUL A. JUERGENSEN
Name of Person Signing

Paul A. Juergensen
Signature

JANUARY 27, 2000
Date

Total number of pages including cover sheet, attachments, and

8

TRADEMARK

REEL: 002027 FRAME: 0386

SCHEDULE A

<u>Mark</u>	<u>Reg./Serial No.</u>	<u>Issue/Filing Date</u>
XOXO	2,102,098	September 30, 1997
XOXO	2,009,243	October 22, 1996
XOXO IN AMERICA AND ABROAD and Design	2,043,508	March 11, 1997
FRAGILE	2,036,037	February 4, 1997
XOXO	75/415,297	January 8, 1998
XOXO	75/415,298	January 8, 1998
XOXO	75/547,330	September 3, 1998
XOXO	75/547,331	September 3, 1998
XOXO	75/547,332	September 3, 1998
XOXO JEANS	75/547,333	September 3, 1998

FILED

AUG 19 1999

CERTIFICATE OF MERGER

ANTHONY A. DeEleuterio, Jr.
State Treasurer

OF

LOLA, INC.

AND

EUROPE CRAFT IMPORTS, INC.

To the Department of Treasury
of the State of New Jersey

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are Lola, Inc., which is a business corporation organized under the laws of the State of California, and Europe Craft Imports, Inc., which is a business corporation organized under the laws of the State of New Jersey.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging Lola, Inc. with and into Europe Craft Imports, Inc. as approved by the Board of Directors of each of said corporations.

3. The number of shares of ECI which were entitled to vote at the time of approval of the Plan of Merger by its shareholders is 100, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporation approved the Plan of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 100. The date of said consents and approval was July 29, 1999.

4. The number of shares of Lola, Inc. which were entitled to vote at the time of approval of the Plan of Merger by its shareholders is 10,000, all of which are of one class. The number of the aforesaid shares which were voted for the Plan of Merger is 10,000, and the number of said shares which were voted against the same is 0. The date of said vote and approval was June 28, 1999.

5. The applicable provisions of the laws of the jurisdiction of organization of Lola, Inc. relating to the merger of Lola, Inc. with and into Europe Craft Imports, Inc. will have been complied with upon compliance with any filing requirements thereof.

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REEL: 002027 FRAME: 0388

6. Europe Craft Imports, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act.

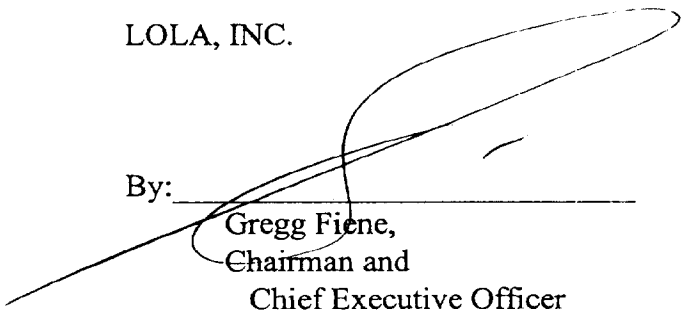
7. The effective date of the merger herein provided for in the State of New Jersey shall be the date on which this Certificate is filed with the Department of Treasury of the State of New Jersey.

Executed on August 3, 1999.

EUROPE CRAFT IMPORTS, INC.

By:  COO

LOLA, INC.

By: 
Gregg Fiene,
Chairman and
Chief Executive Officer

DS01671

AGREEMENT AND PLAN OF MERGER
OF

LOLA, INC. (A California Corporation)
into

EUROPE CRAFT IMPORTS, INC. (A New Jersey Corporation)

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

AUG 10 1999

BILL JONES, Secretary of State

PLAN OF MERGER approved on June 28, 1999 by Lola, Inc. ("Lola"), a business corporation organized under the laws of the State of California, and by its Board of Directors on said date, and approved on July 29, 1999 by Europe Craft Imports, Inc. ("ECI"), a business corporation organized under the laws of the State of New Jersey, and by its Board of Directors on said date.

1. Lola shall, pursuant to the provisions of the laws of the State of California and the provisions of the New Jersey Business Corporation Act, be merged with and into ECI, which shall be the surviving corporation upon the effective date of the merger. ECI, which is sometimes hereinafter referred to as the "Surviving Corporation" shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of Lola, which is sometimes referred to hereafter as the "Terminating Corporation", shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The certificate of incorporation of the Surviving Corporation upon the effective date of the merger shall be the certificate of incorporation of said Surviving Corporation, and said certificate of incorporation shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

3. The by-laws of the Surviving Corporation upon the effective date of the merger will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be converted into 650 shares of Aris Industries, Inc., the parent of ECI, and the right to receive \$10,000 in cash. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The merger of the Terminating Corporation with and into the Surviving Corporation has been authorized in the manner prescribed by the laws of the jurisdiction of organization of the Terminating Corporation, and the Plan of Merger herein made and approved

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has been submitted to and approved by the shareholders of the Surviving Corporation in the manner prescribed by the New Jersey Business Corporation Act.

7. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Terminating Corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for in the State of New Jersey shall be the date the Certificate of Merger is filed with the Department of Treasury of the State of New Jersey.

EUROPE CRAFT IMPORTS, INC.

By: David Fildon
David Fildon, President and Asst. Secretary
LOLA, INC.

By: Gregg Fiene
Gregg Fiene, Assistant Secretary and
Chief Executive Officer

PLAN OF MERGER approved on June 28, 1999 by Lola, Inc. ("Lola"), a business corporation organized under the laws of the State of California, and by its Board of Directors on said date, and approved on July 29, 1999 by Europe Craft Imports, Inc. ("ECI"), a business corporation organized under the laws of the State of New Jersey, and by its Board of Directors on said date.

1. Lola shall, pursuant to the provisions of the laws of the State of California and the provisions of the New Jersey Business Corporation Act, be merged with and into ECI, which shall be the surviving corporation upon the effective date of the merger. ECI, which is sometimes hereinafter referred to as the "Surviving Corporation" shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of Lola, which is sometimes referred to hereafter as the "Terminating Corporation", shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The certificate of incorporation of the Surviving Corporation upon the effective date of the merger shall be the certificate of incorporation of said Surviving Corporation, and said certificate of incorporation shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

3. The by-laws of the Surviving Corporation upon the effective date of the merger will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be converted into 650 shares of Aris Industries, Inc., the parent of ECI, and the right to receive \$10,000 in cash. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The merger of the Terminating Corporation with and into the Surviving Corporation has been authorized in the manner prescribed by the laws of the jurisdiction of organization of the Terminating Corporation, and the Plan of Merger herein made and approved


has been submitted to and approved by the shareholders of the Surviving Corporation in the manner prescribed by the New Jersey Business Corporation Act.

7. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Terminating Corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.


8. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for in the State of New Jersey shall be the date the Certificate of Merger is filed with the Department of Treasury of the State of New Jersey.

EUROPE CRAFT IMPORTS, INC.

By:  _____

LOLA, INC.

By:  _____
Gregg Fiene, Chairman and
Chief Executive Officer