

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Ebel U.S.A., Inc.		12/20/2002	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	LVMH Watch & Jewelry USA, Inc.
Street Address:	960 South Springfield Avenue
City:	Springfield
State/Country:	NEW JERSEY
Postal Code:	07081
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1247027	EBEL

**CORRESPONDENCE DATA**

Fax Number: (215)655-2183  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 215.994.2183  
 Email: glenn.gundersen@dechert.com  
 Correspondent Name: Dechert LLP  
 Address Line 1: 1717 Arch Street  
 Address Line 2: 4000 Bell Atlantic Tower  
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-2793

ATTORNEY DOCKET NUMBER:	87418-011
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NAME OF SUBMITTER:	Glenn A. Gundersen
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Total Attachments: 8  
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## CERTIFICATE OF MERGER

OF

LVMH WATCH &amp; JEWELRY USA, INC.

AND

EBEL U.S.A., INC.

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

(i) LVMH Watch & Jewelry USA, Inc., which is incorporated under the laws of the State of New Jersey;

And

(ii) Ebel U.S.A., Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger 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, to wit, by LVMH Watch & Jewelry USA, Inc. in accordance with the laws of the State of its incorporation and by Ebel U.S.A., Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Ebel U.S.A., Inc. which will continue its existence as said surviving corporation under the name LVMH Watch & Jewelry USA, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Ebel U.S.A., Inc. is to be amended and changed by reason of the merger herein certified by striking out article First thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following articles:

"FIRST: The name of the corporation (hereinafter called the  
"corporation") is  
LVMH Watch & Jewelry USA, Inc.";

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and

changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

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

960 South Springfield Avenue  
Springfield, New Jersey 07081


6. A copy of the aforesaid Agreement of Merger 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 LVMH Watch & Jewelry USA, Inc. consists of 1000 shares of a par value of \$1.00 each.

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on January 1, 2003.

Dated: December 20, 2002

LVMH WATCH & JEWELRY USA, INC.

By:   
Signer's Name: Daniel Lalonde  
Signer's Capacity: President

Dated: December 20, 2002

EBEL U.S.A., INC.

By: \_\_\_\_\_  
Signer's Name: Randi Shinski  
Signer's Capacity: President

changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

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

960 South Springfield Avenue  
Springfield, New Jersey 07081

6. A copy of the aforesaid Agreement of Merger 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 LVMH Watch & Jewelry USA, Inc. consists of 1000 shares of a par value of \$1.00 each.

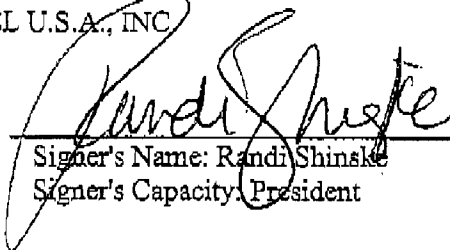
8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on January 1, 2003.

Dated: December 20, 2002

LVMH WATCH & JEWELRY USA, INC.

By: \_\_\_\_\_  
Signer's Name: Daniel Lalonde  
Signer's Capacity: President

Dated: December 20, 2002

EBEL U.S.A., INC  
By:   
Signer's Name: Randi Shinske  
Signer's Capacity: President

## CERTIFICATE OF MERGER

OF

LVMH WATCH &amp; JEWELRY USA, INC.

AND

EBEL U.S.A., INC.

To the Secretary of State  
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 LVMH Watch & Jewelry USA, Inc., which is a business corporation organized under the laws of the State of New Jersey, and Ebel U.S.A., Inc., which is a business corporation organized under the laws of the State of Delaware.

2. The Agreement and Plan of Merger Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging LVMH Watch & Jewelry USA, Inc. with and into Ebel U.S.A., Inc. as approved by the Board of Directors of each of said corporations.

3. The number of shares of LVMH Watch & Jewelry USA, Inc. which were entitled to vote at the time of the approval of the Agreement and 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 Agreement and 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 December 20, 2002.

4. The number of shares of Ebel U.S.A., Inc. which were entitled to vote at the time of the 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 December 20, 2002.

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5. The applicable provisions of the laws of the jurisdiction of organization of Ebel U.S.A., Inc. relating to the merger of LVMH Watch & Jewelry USA, Inc. with and into Ebel U.S.A., Inc. will have been complied with upon compliance with any of the filing and recording requirements thereof.

6. Ebel U.S.A., Inc. hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of LVMH Watch & Jewelry USA, Inc. or any obligation of Ebel U.S.A., Inc. for which it is previously amenable to suit in the State of New Jersey and in any proceeding for the enforcement of the rights of a dissenting shareholder of LVMH Watch & Jewelry USA, Inc. against Ebel U.S.A., Inc.; and Ebel U.S.A., Inc. hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding and designates the following post office address within the State of New Jersey to which said Secretary of State shall mail a copy of the process in such proceeding:

Ebel U.S.A., Inc. hereby agrees that it will promptly pay to the dissenting shareholders of LVMH Watch & Jewelry USA, Inc. the amount, if any, to which they are entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

7. Ebel U.S.A., Inc. will continue its existence as the surviving corporation under the name LVMH Watch & Jewelry USA, Inc. pursuant to the provisions of the laws of the jurisdiction of its organization.

8. The effective date of the merger herein provided for in the State of New Jersey shall be January 1, 2003.

Executed on December 20, 2002.

LVMH WATCH & JEWELRY USA, INC.

By: 

Signer's Name: Daniel Lalonde  
Signer's Capacity: President

Executed on December 20, 2002.

EBEL U.S.A., INC.

By: \_\_\_\_\_

Signer's Name: Randi Shinske  
Signer's Capacity: President

TRADEMARK

REEL: 002775 FRAME: 0751

5. The applicable provisions of the laws of the jurisdiction of organization of Ebel U.S.A., Inc. relating to the merger of LVMH Watch & Jewelry USA, Inc. with and into Ebel U.S.A., Inc. will have been complied with upon compliance with any of the filing and recording requirements thereof.

6. Ebel U.S.A., Inc. hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of LVMH Watch & Jewelry USA, Inc. or any obligation of Ebel U.S.A., Inc. for which it is previously amenable to suit in the State of New Jersey and in any proceeding for the enforcement of the rights of a dissenting shareholder of LVMH Watch & Jewelry USA, Inc. against Ebel U.S.A., Inc.; and Ebel U.S.A., Inc. hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding and designates the following post office address within the State of New Jersey to which said Secretary of State shall mail a copy of the process in such proceeding:

Ebel U.S.A., Inc. hereby agrees that it will promptly pay to the dissenting shareholders of LVMH Watch & Jewelry USA, Inc. the amount, if any, to which they are entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

7. Ebel U.S.A., Inc. will continue its existence as the surviving corporation under the name LVMH Watch & Jewelry USA, Inc. pursuant to the provisions of the laws of the jurisdiction of its organization.

8. The effective date of the merger herein provided for in the State of New Jersey shall be January 1, 2003.

Executed on December 20, 2002.

LVMH WATCH & JEWELRY USA, INC.

By: \_\_\_\_\_

Signer's Name: Daniel Lalonde

Signer's Capacity: President

Executed on December 20, 2002.

EBEL U.S.A., INC.

By:  \_\_\_\_\_

Signer's Name: Randi Shinske

Signer's Capacity: President

TRADEMARK

REEL: 002775 FRAME: 0752



## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER approved on December 20, 2002 by LVMH Watch & Jewelry USA, Inc. ("W&J"), a business corporation organized under the laws of the State of New Jersey, and by its Board of Directors on said date, and approved on December 20, 2002 by Ebel U.S.A., Inc. ("Ebel"), a business corporation organized under the laws of the State of Delaware, and by its Board of Directors on said date.

1. W&J and Ebel shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the laws of the State of Delaware, be merged with and into a single corporation, to wit, Ebel, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name LVMH Watch & Jewelry USA, Inc. pursuant to the provisions of the laws of the State of Delaware. The separate existence of W&J, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.
2. The certificate of incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation; and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.
3. The by-laws of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization 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 laws of the jurisdiction of its organization.
4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization 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 cancelled. 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 Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or

rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and 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 surviving corporation, 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 New Jersey and of the State of Delaware, 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, and 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 January 1, 2003.