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03-06-2000

SHEET



To the Honorable Commis

101282536

ached original document(s) or copy thereof.

1. Name of conveying party(ies) (assignor(s)):

Nine West Group Inc.
Nine West Plaza
1129 Westchester Avenue
White Plains, New York 10604-3529

Additional name(s) of conveying party(ies) attached? yes no

2. Name and Address of Party(ies) receiving an interest (assignee(s)):

Name: Jill Acquisition Sub, Inc. (renamed Jones Apparel Group Holdings, Inc.)

Address: 250 Rittenhouse Circle

Keystone Park

City: Bristol

State: Pennsylvania Zip: 19007

Country: U.S.A.

Additional name(s) & address(es) attached? yes no

3. Nature of Conveyance:

Assignment Merger Change of Name

Verified Translation Security Agreement Other _____

Execution Date: June 15, 1999

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date(s) of the application is: _____

A. Patent Application No(s).

B. Patent No(s). See enclosed ADDENDUM TO SECTION FOUR.

Others on additional sheet(s) attached? Yes No

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

Kurt F. James
Senniger, Powers, Leavitt & Roedel
One Metropolitan Square
16th Floor
St. Louis, Missouri 63102
(314) 231-5400 (telephone)

6. Total number of applications and patents involved:

Application(s) _____ + Patent(s): 39 = Total \$1,560.00

7. Total Fee (37 CFR 3.41) \$ 1,560.00

Enclosed

Authorized to be charged to deposit account

8. Deposit Account Number: _____
(Duplicate copy of this sheet attached)

Charge any underpayment or credit any overpayment to
above Deposit Account

DO NOT USE THIS SPACE

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.

Kurt F. James

Name of Person Signing

Signature

Date

1.25.00

Total number of pages including cover sheet, attachments, and document:

7

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1,560.00 DP
PATENT

U.S. Patents

	<u>Patent No.</u>	<u>Issue Date</u>	<u>Title</u>
1.	D253,496	11/27/79	Boot
2.	D254,397	03/11/80	Open Toe Wedgie Sneaker
3.	D254,398	03/11/80	Wedgie Sneaker
4.	D254,456	03/18/80	Wedgie
5.	D254,457	03/18/80	Open Toe Wedgie Sneaker With Toe and Heal Guards
6.	D254,578	04/01/80	Open Toe Wedgie Sneaker With Crossed Vamp
7.	D262,158	12/08/81	Shoe Unitsole
8.	D262,159	12/08/81	Shoe Unitsole
9.	D264,394	05/18/82	Moccasin Shoe
10.	4,333,193	06/08/82	Shoe Molding Process
11.	D270,780	10/04/83	Unitary Sole
12.	D274,764	07/24/84	Lady's Shoe or Similar Article
13.	D301,385	06/06/89	Walking Shoe
14.	D301,386	06/06/89	Walking Shoe
15.	D303,451	09/19/89	Walking Shoe
16.	4,930,232	06/05/90	Multilayer Shoe Sole
17.	5,099,588	03/31/92	Soft Shoe With Non-Snag Lining
18.	5,325,612	07/05/94	Shoe with Improved Dual Hardness Heel-Left
19.	5,435,077	07/25/95	Layered Cushioning System for Shoe Soles
20.	5,435,078	07/25/95	Shoe Suspension System
21.	D366,952	02/13/96	Shoe Outsole and Upper
22.	D367,353	02/27/96	Shoe and Shoe Sole
23.	D370,113	05/28/96	Walking Shoe
24.	5,718,064	02/17/98	Multi-Layer Sole Construction for Walking Shoes
25.	D391,748	03/10/98	Sport Shoe Sole
26.	D392,793	03/31/98	Sport Shoe Upper
27.	D394,743	06/02/98	Sport Shoe Upper
28.	5,765,296	06/16/98	Exercise Shoe Having Fit Adaptive Upper
29.	D399,345	10/13/98	Sport Shoe Sole
30.	D400,698	11/10/98	Low Cut Sport Shoe Upper
31.	5,862,614	01/26/99	Indoor Exercise Shoe and Sole Therefor
32.	D407,542	04/06/99	Walking and Running Shoe Upper

U.S. Patent Applications

	<u>Serial No.</u>	<u>Filing Date</u>	<u>Title</u>
1.	08/792,873	01/31/97	Footwear Having Slow Recovery Liner
2.	29/071,188	05/22/97	Sport Shoe
3.	29/077,944	10/15/97	Sport Shoe Outsole
4.	09/031,562	02/26/98	Flexible Sole with Cushioned Ball and/or Heel Regions
5.	09/291,586	04/12/99	Footwear Having Slow Recovery Liner
6.	09/314,724	05/18/99	Sockliner
7.	09/321,405	05/27/99	Composite Sole

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"NINE WEST GROUP INC.", A DELAWARE CORPORATION,

WITH AND INTO "JILL ACQUISITION SUB INC." UNDER THE NAME OF "JONES APPAREL GROUP HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JUNE, A.D. 1999, AT 9:01 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2021205 8100M

991416006

AUTHENTICATION: 0013996

DATE: 10-07-99

PATENT
REEL: 010579 FRAME: 0227

CERTIFICATE OF MERGER
OF
NINE WEST GROUP INC.
WITH AND INTO
JILL ACQUISITION SUB INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), Jill Acquisition Sub Inc., a Delaware corporation and a direct wholly owned subsidiary of Jones Apparel Group, Inc. ("Jill"), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Jill Acquisition Sub Inc.	Delaware
Nine West Group Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of March 1, 1999 (the "Merger Agreement"), among Jones Apparel Group, Inc., a Pennsylvania corporation, Jill and Nine West Group Inc., a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the DGCL and, in the case of Jill Acquisition Sub Inc., by the written consent of the sole stockholder thereof in accordance with Section 228 of the DGCL.

THIRD: Jill shall be the surviving corporation of the merger (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time (as defined below), shall be amended at the Effective Time so that Article FIRST thereof reads in its entirety as follows: "FIRST: The name of the corporation (hereinafter called the "corporation") is Jones Apparel Group Holdings, Inc.", and, as so amended, such Certificate of Incorporation shall be the Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation, located at 250 Rittenhouse Circle, Keystone Park, Bristol, PA 19007.

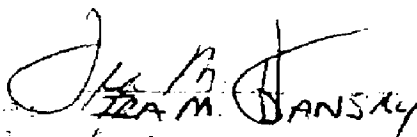
SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

SEVENTH: This Certificate of Merger, and the merger provided for herein, shall become effective at the time this Certificate of Merger is filed with the Delaware Secretary of State (the "Effective Time").

IN WITNESS WHEREOF, Jill Acquisition Sub Inc. has
caused this Certificate of Merger to be executed as of
June 15, 1999.

JILL ACQUISITION SUB INC.,

by


Name: IRA M. DANKSY
Title: SECRETARY

[NYCorp: 851750.2]

RECORDED: 02/01/2000

PATENT
REEL: 010579 FRAME: 0230