

03-26-2002



Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Chromalloy Men's Apparel Group Inc. 3.18.02 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: After Six Inc. Internal Address: Street Address: 3 University Plaza City: Hackensack State: NJ Zip: 07601 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: February 25, 2002

4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: A. Patent Application No.(s) B. Patent No.(s) See Attached Sheet See Attached Sheet Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mitchell D. Bittman Internal Address: Sequa Corporation Street Address: 3 University Plaza City: Hackensack State: NJ Zip: 07601

6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41): \$ 440.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 19-4970 (Attach duplicate copy of this page if paying by deposit account)

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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. Mitchell D. Bittman Name of Person Signing Signature Date 3/8/2002 Total number of pages including cover sheet, attachments, and documents: 8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

PATENT REEL: 012698 FRAME: 0815

PATENTS – US

<u>Patent No.</u>	<u>Issue Date</u>
D346960	05/17/94
D339523	09/21/93
D351815	10/25/94
D382688	08/26/97
D394935	06/09/98
5771491	06/30/98
D449149	10/16/01
D448916	10/09/01
D450172	11/13/01
D448915	10/09/01

APPLICATIONS – US

<u>Serial No.</u>	<u>Filed</u>
09/873685	06/04/01

Delaware

PAGE 1

The First State

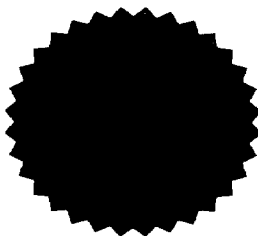
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AFTER SIX INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1994, AT 3 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CHROMALLOY MEN'S APPAREL GROUP INC." TO "AFTER SIX INC.", FILED THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2002, AT 12:30 O'CLOCK P.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

AUTHENTICATION: 1646536

DATE: 03-05-02

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PATENT
REEL: 012698 FRAME: 0817

**CERTIFICATE OF INCORPORATION
OF
CHROMALLOY MEN'S APPAREL GROUP INC.**

FIRST: The name of the Corporation (hereinafter called the "Corporation") is
CHROMALLOY MEN'S APPAREL GROUP INC.

SECOND: The address, including street, number, city and county, of the
registered office of the Corporation in the State of Delaware is Corporation Trust
Center, 1209 Orange Street, Wilmington, New Castle County, Delaware. The name
of the registered agent of the corporation is The Corporation Trust Company.

THIRD: The Corporation shall have the authority to conduct any lawful
business, to promote any lawful purpose, and to engage in any lawful act or activity
for which corporations may be organized under the General Corporation Law of the
State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have
authority to issue is One Hundred shares. All such shares are to be \$.01 par value.
All such shares are of one class and are shares of Common Stock.

FIFTH: The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Ellen T. Harmon	Sequa Corporation 200 Park Avenue New York, NY 10166

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this
Corporation and its creditors or any class of them and/or between this Corporation
and its stockholders or any class of them, any court of equitable jurisdiction within the

State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the

manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other By-Laws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of §109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend or repeal the By-Laws of the Corporation may be exercised by the Board of Directors of the Corporation.


NINTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (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) under §174 of this Title, or (iv) for any transaction from which the director derived an improper personal benefit.

TENTH: Every person who is or has been a director, officer, employee or agent of this Corporation shall be indemnified by the Corporation to the full extent permitted by applicable law against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be a party defendant, or with which he shall be threatened by reason of his being or having been a director, officer, employee or agent of the Corporation. The term "expenses" includes attorney's fees, judgments, fines and amounts paid in settlement. The foregoing right of

Indemnification shall be in addition to any other rights to which any such director, officer, employee or agent may be entitled as a matter of law.

ELEVENTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws and all rights at any time conferred upon the stockholders of the corporation by this Certificate of Incorporation are granted subject to the provisions of this Article ELEVENTH.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Delaware, 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 28th day of October, 1994.


Ellen T. Harmon
Sole Incorporator


CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

CHROMALLOY MEN'S APPAREL GROUP INC.

- **First:** That by unanimous written consent of the Board of Directors of Chromalloy Men's Apparel Group Inc. (the "Corporation") resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for submission of such amendment to the sole stockholder of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows: "FIRST: The name of the Corporation (hereinafter called the "Corporation") is After Six Inc."

- **Second:** That thereafter, pursuant to resolution of its Board of Directors and in accordance with Section 228 of the General Corporation Law of the State of Delaware, the sole stockholder of the Corporation voted in favor of the amendment by written consent, and therefore the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of the Corporation shall not be reduced under or by reason of said amendment.


Kenneth A. Drucker
Vice President and Treasurer

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 02/25/2002
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