

03-25-2003



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Attorney Docket Number 9492-194/195

102398682



TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
Box Assignment
Washington, DC 20231

Please record the attached original documents or copy thereof.

3.2003

1. Name of conveying party(ies): Bestform Apparel Corp. Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): Name: <u>Vanity Fair, Inc.</u> Address: <u>3411 Silverside Road</u> <u>Wilmington, DE 19810</u> Country (if other than USA):					
3. Nature of conveyance: Assignment <input checked="" type="checkbox"/> Merger Security Agreement <input type="checkbox"/> Change of Name Other <input type="checkbox"/> Execution Date: <u>December 13, 2002</u>							
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): None B. Patent No.(s): <u>5,390,376 and 5,152,014</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
5. Name and address of party to whom correspondence concerning document should be mailed: Nancy H. Lutz PENNIE & EDMONDS LLP 1667 K Street, N.W. Washington, D.C. 20006		6. Number of applications and patents involved: <u>2</u> 7. Total fee (37 CFR 3.41):.....\$ 80.00 Please charge to the deposit account listed in Section 8, together with any fees which may be due. 8. Deposit account number: <u>16-1150</u>					
DO NOT USE THIS SPACE							
9. Statement and signature. <i>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.</i> <table border="0" style="width: 100%;"> <tr> <td style="width: 25%;"> <u>Nancy H. Lutz</u> Name of Person Signing </td> <td style="width: 10%;"> <u>5390376</u> Reg. No. </td> <td style="width: 40%;"> <u>Nancy H Lutz</u> Signature </td> <td style="width: 25%;"> <u>March 20, 2003</u> Date </td> </tr> </table>				<u>Nancy H. Lutz</u> Name of Person Signing	<u>5390376</u> Reg. No.	<u>Nancy H Lutz</u> Signature	<u>March 20, 2003</u> Date
<u>Nancy H. Lutz</u> Name of Person Signing	<u>5390376</u> Reg. No.	<u>Nancy H Lutz</u> Signature	<u>March 20, 2003</u> Date				
03/24/2003 LMUELLER 00000196 161150 01 FC:8021 80.00 CH		Total number of pages including cover sheet: <u>5</u>					

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

DC1: 345914.1

PATENT
REEL: 013862 FRAME: 0710

Delaware

PAGE 1

The First State

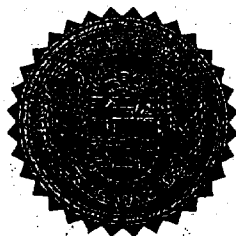
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BESTFORM APPAREL CORP.", A DELAWARE CORPORATION,

WITH AND INTO "VANITY FAIR, INC." UNDER THE NAME OF "VANITY FAIR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 11:06 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF JANUARY, A.D. 2003, AT 11:58 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2169565

DATE: 12-24-02

PATENT

REEL: 013862 FRAME: 0711

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****BESTFORM APPAREL CORP.****INTO****VANITY FAIR, INC.**

Pursuant to Section 8-253 of the General Corporation Law of the State of Delaware, Vanity Fair, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Parent"), hereby certifies the following:

1. The Parent was incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware on March 22, 1991.
2. The Parent owns all of the outstanding shares of Bestform Apparel Corp., a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware on March 14, 1996 (the "Subsidiary").
3. The Board of Directors of the Parent by the Unanimous Written Consent to Action of the Board of Directors of the Parent duly executed and effective as of December 13, 2002, did adopt the following resolutions:

WHEREAS, the Parent lawfully owns all of the outstanding shares of the Subsidiary, a corporation incorporated and existing under the laws of the State of Delaware; and

WHEREAS, the Parent desires to merge with and into itself the Subsidiary, and to be possessed of all estate, property, rights, privileges and franchises of the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, that the merger of the Subsidiary with and into the Parent, in which the Parent will be the surviving corporation and will assume all of the liabilities and obligations of the Subsidiary, be and hereby is approved and adopted.

FURTHER RESOLVED, that the effective time and date of the merger shall be 11:58:00 p.m. Eastern Standard Time on January 4, 2003 (the "Effective Time and Date").

FURTHER RESOLVED, that the certificate of incorporation of the Parent at the Effective Time and Date of the merger shall be the certificate of incorporation of the surviving corporation and the certificate of incorporation shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

FURTHER RESOLVED, that the bylaws of the Parent at the Effective Time and Date of the merger shall be the bylaws of the surviving corporation and shall continue in full force and

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effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

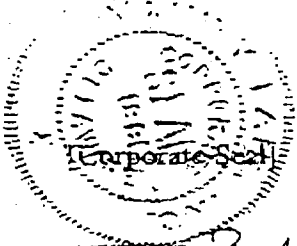
FURTHER RESOLVED, that the directors and officers in office of the Parent at the Effective Time and Date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

FURTHER RESOLVED, that the proper officers of the Parent be and hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions of the Board of Directors to merge the Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy in the office of the Recorder of Deeds of Newcastle County.

FURTHER RESOLVED, that each of proper officers of the Parent, individually, be and hereby is authorized, empowered and directed, in the name and on behalf of the Parent, to execute, acknowledge and deliver any and all other documents, certificates or instruments, to make such filings and recordings, and to take from time to time such other action, as they shall deem necessary or appropriate to carry out the purposes of the foregoing resolutions.

[Balance of Page Left Intentionally Blank. Signature Page to Follow.]

IN WITNESS WHEREOF, Vanity Fair, Inc. has caused its corporate seal to be affixed and this Certificate to be signed by Frank C. Pickard III, an authorized officer on this 13th day of December, 2002.



VANITY FAIR, INC., a Delaware corporation

By: [Signature]

Name: Frank C. Pickard III

Title: Vice President and Treasurer

ATTEST: [Signature]

Barbara J. Kephart, Esq. Secretary