

05-31-2000



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MAY -4 PM 2:50

OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

05/30/2000 DNGUYEN 00000322 2257192

01 RC:481 40.00 OP
02 RC:482 775.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002080 FRAME: 0762

5-4-00

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Rosemary C. White

Rosemary C. White
Signature

5/4/2000
Date Signed

Name of Person Signing

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

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Registration Number(s)

1694560	1422964	1210656
1566088	1416037	1192807
1562336	1407750	0803952
1462937	1428459	0723146
1461059	1585749	0762128
1416737	1392448	0625855
1416736	1267257	0698651

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0609638	<input type="text"/>	<input type="text"/>
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**WILLIAMSON-DICKIE MANUFACTURING COMPANY,
A Texas Corporation,**

INTO

**WILLIAMSON-DICKIE MANUFACTURING COMPANY
A Delaware Corporation**

WILLIAMSON-DICKIE MANUFACTURING COMPANY, a corporation organized and existing under the laws of the State of Texas.

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 5th day of March, 1918, pursuant to the laws of the State of Texas.

SECOND: That this corporation owns all of the outstanding shares of the stock of WILLIAMSON-DICKIE MANUFACTURING COMPANY, a corporation incorporated on the 5th day of May, 1998, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of the Board on the 14th day of May, 1998, determined to and did merge itself into said WILLIAMSON-DICKIE MANUFACTURING COMPANY, a Delaware corporation:

RESOLVED: that Board of Directors of the Corporation has determined that it is in the best interests of the Corporation and its shareholders that the Corporation merge with and into Williamson-Dickie Manufacturing Company, a Delaware corporation, pursuant to a Plan of Merger (the "Plan"), a copy of which is attached hereto, and that that Plan be approved by the shareholders of the Corporation.

RESOLVED FURTHER: that the terms and conditions of the Plan are hereby approved, and the officers of the Corporation are hereby authorized and directed to call a special meeting of the shareholders of the Corporation for the purpose of considering and voting on the Plan.

RESOLVED FURTHER: Should the shareholders approve the Plan in the manner required by law, the officers of the Corporation are authorized and directed to execute and file such documents, and to take such further action, as may be necessary to consummate the Plan.

FOURTH: That the proposed merger has been adopted, approved, certified, executed, and acknowledged by this corporation and its shareholders in accordance with the laws of the State of Texas.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/30/1998
981419018 - 2888934

**TRADEMARK
REEL: 002080 FRAME: 0766**

IN WITNESS WHEREOF, said WILLIAMSON-DICKIE MANUFACTURING COMPANY, a Texas Corporation, has caused this Certificate to be signed by PHILIP C. WILLIAMSON, its President, this 1 th day of July, 1998.

WILLIAMSON-DICKIE MANUFACTURING
COMPANY, a Texas Corporation

By: Philip C. Williamson
Philip C. Williamson, President

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**PLAN OF MERGER OF
WILLIAMSON-DICKIE MANUFACTURING COMPANY, A TEXAS CORPORATION
WITH AND INTO
WILLIAMSON-DICKIE MANUFACTURING COMPANY, A DELAWARE CORPORATION**

This Plan of Merger ("Plan") is entered into by and between WILLIAMSON-DICKIE MANUFACTURING COMPANY, a Texas Corporation ("W-D Texas") and WILLIAMSON-DICKIE MANUFACTURING COMPANY, a Delaware Corporation ("W-D Delaware").

1. A plan of merger of W-D Texas and W-D Delaware under the provisions of Article 5.16 of the Texas Business Corporation Act and Section 368(a)(1)(F) of the Internal Revenue Code is adopted as follows:

(a) On the effective date as set forth in paragraph 2, W-D Texas will be merged into W-D Delaware, which shall be the surviving corporation. At that time, the existence of W-D Texas as a separate entity will cease, and W-D Delaware will succeed to all of the rights, title, and interest to all property owned by W-D Texas, without reversion or impairment, without any further act, and without any transfer or assignment having occurred, but subject to any existing liens or other encumbrances on the property. W-D Delaware will also assume all of the debts and obligations of W-D Texas, except as otherwise provided by law or contract, and only W-D Delaware will be liable for any debt or obligation.

(b) W-D Delaware will carry on business with the assets of the parties to the merger as these corporations existed immediately before the merger.

(c) Each shareholder of W-D Texas will surrender all shares of common stock of W-D Texas owned by such shareholder in exchange for an identical number of shares of common stock of W-D Delaware.

(d) The 1,000 shares of W-D Delaware owned by W-D Texas immediately before the merger, which constitute all of the issued and outstanding shares of W-D Delaware, will be cancelled and will revert to the status of authorized but unissued shares.

2. The effective date of the merger shall be the date a Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware.