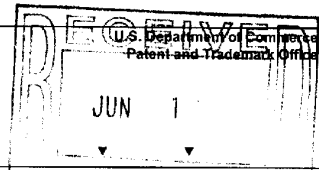


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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

MRD 6/1/98

1. Name of conveying Party(ies):
K-Holding Company

Individual(s) Association
 General partnership Limited Partnership
 Corporation-State Iowa
 Other _____

Additional Name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 1, 1998

2. Name and address of receiving Party(ies)
Name: American Marketing Industries, Inc.
Internal Address: _____
Street Address: 10450 Holmes Road
City: Kansas City State MO ZIP: 64131

Individual(s) Citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
74/680,678

B. Trademark Registration No's
1,838,092; 1,863,904; 1,382,636; 1,381,897; 1,355,002; 1,355,001; 1,347,684

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: David A. Roodman
Internal Address: Bryan Cave LLP
One Metropolitan Square
Street Address:
211 North Broadway, Suite 3600
City: St. Louis State: MO ZIP: 63102

6. Total Number of applications and registrations involved:..... 8

7. Total fee (37 CFR 3.41):.....\$ 215.00
 Enclosed
 Authorized to be charged to deposit account 183009

8. Deposit Account number:
02-4467 - if missing or insufficient

(Attach) duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. State 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.

David A. Roodman *May June 29, 1998*
Signature Date

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Schedule 4.11

Intellectual Property

- Registered Trademark issued November 22, 1994, Reg. No. 1,838,092, Stylized K plus design.
- Registered Trademark issued May 31, 1994, Reg. No. 1,863,904, K-Products and design.
- Registered Trademark issued February 11, 1986, Reg. No. 1,382,636, K and design.
- Registered Trademark issued February 4, 1986, Reg. No. 1,381,897, K-Products, Inc. and design.
- Registered Trademark issued August 20, 1985, Reg. No. 1,355,002, K-Products, Inc. and design.
- Registered Trademark issued August 20, 1985, Reg. No. 1,355,001, K and design.
- Registered Trademark issued July 9, 1985, Reg. No. 1,347,684, K-Brand and design.
- Registered Trademark (Canadian), Reg. No. TMA220.637, K and design.
- Application for Trademark, AMERICA'S LEGEND and Design, Application No. 74/680,678, filed March 26, 1995. This Application has been opposed by Cherokee, Inc., the owner of Registration No. 1,437,377, for the mark AMERICAN LEGENDS (Opposition No. 104,681). The parties have agreed in principal to a resolution of the opposition proceeding whereby Cherokee, Inc. will not oppose K-Products application for the mark LEGEND, and it is anticipated that the agreement will be finalized within the next 90 days. Settlement does not require payment of any money to Cherokee, Inc.
- Patent Application for K-Pedal Design. A prior art search has been performed regarding an electronic control

system for an industrial sewing machine that provides the operator with improved control, and upon the favorable opinion of patent counsel, K-Products has instructed such counsel to file an application with the U. S. Patent and Trademark Office.

- Various unregistered copyrights, including BILLBOARD GRAPHICS, which is a style of graphics used on caps which was originally designed in June of 1991 for K-Products #1 Apparel Division.

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**K-HOLDING COMPANY,
an Iowa corporation**

INTO

**AMERICAN MARKETING INDUSTRIES INC.
a Delaware corporation**

* * * * *

American Marketing Industries Inc., a corporation organized and existing under the laws of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 14th day of December, 1987, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of this state.

SECOND: That this corporation owns all of the outstanding shares of the stock of K-Holding Company, a corporation incorporated on the 29th day of May, 1985, pursuant to the Business Corporation Act of the State of Iowa (the "Subsidiary Corporation").

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 1st day of May, 1998, determined to and did merge into itself said Subsidiary Corporation:

RESOLVED, that AMI merge, and it hereby does merge with and into the Subsidiary Corporation (the "Merger") in accordance with applicable provisions of the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of Iowa; and

FURTHER RESOLVED, that the Secretary of AMI be and he hereby is authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Subsidiary Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things

whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect the Merger.

FURTHER RESOLVED, that effective upon the consummation of the Merger, AMI shall assume all of the liabilities, obligations, responsibilities, rights privileges and immunities of the Subsidiary Corporation; and

FURTHER RESOLVED, that the Certificate of Incorporation and Bylaws of AMI as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation and Bylaws of the surviving corporation; and

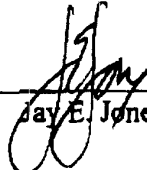
FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware. However, for all accounting purposes, the effective date of the merger shall be as of the close of business on May 1, 1998.

FOURTH: That American Marketing Industries Inc. shall be the surviving corporation.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of American Marketing Industries Inc. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said American Marketing Industries Inc. has caused this Certificate to be signed by Jay E. Jones, its Secretary, on this 1st day of May, 1998.

AMERICAN MARKETING INDUSTRIES INC.

By:  _____
Jay E. Jones, Secretary

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 OWNERSHIP, WHICH MERGES:

"K-HOLDING COMPANY", A IOWA CORPORATION,

WITH AND INTO "AMERICAN MARKETING INDUSTRIES, INC." UNDER THE NAME OF "AMERICAN MARKETING INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MAY, A.D. 1998, AT 12:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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RECORDED: 06/01/1998

AUTHENTICATION: 9059042

DATE OF FILE: 06/01/98

REEL: 1736 FRAME: 0837