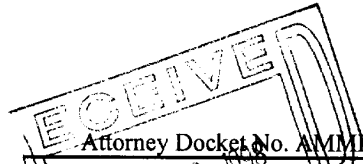


Document ID No.: 10068346

07-20-1998



Attorney Docket No. AMML57006

FORM PTO-1594



COVER SHEET U.S. DEPT. OF COMMERCE PATENT AND TRADEMARK OFFICE

To The Honorable Comm.

100768444

and the attached original documents or copy thereof.

1. Name of conveying party(ies):  
West-Ark Garment Mfg., Inc.

*WRD*  
*7-13-98*

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation--State  
 Other:

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

2. Name and address of receiving party(ies):

Name: American Marketing Industries, Inc.

Internal Address:

Street Address: 10450 Holmes Road

City: Kansas City State: Missouri Zip: 64131

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation--State  
 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

3. Nature of Conveyance:

Assignment                       Merger  
 Security Agreement             Change of Name  
 Other:

Execution Date: November 3, 1997

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

A. Trademark Application No(s): 75/363877                      B. Trademark Registration No(s):

Additional numbers attached?  Yes  No

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

Name: Joseph B. Bowman

Internal Address: Shook, Hardy & Bacon L.L.P.  
One Kansas City Place

Street Address: 1200 Main Street

City: Kansas City

State: Missouri

Zip: 64105-2218

6. Total number of applications and registrations involved . . . . . 1

7. Total fee (37 CFR 3.41) . . . . . \$40.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit Account No.: 19-2112

(Attach duplicate copy of this page if paying by 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.*

Joseph B. Bowman                      *JB Bowman*                      7/10/98

Name of person signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 8

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

RECEIVED  
MAR 20 1998  
RECEIPT ACTING DIV.

~~04-14-1998~~  
~~100683465~~

Attorney Docket No. AMMI.57006

FORM PTO-1594

R SHEET

U.S. DEPT. OF COMMER

-Y

PATENT AND TRADEMARK OFF

MED 3-20-98

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

1. Name of conveying party(ies):

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation--State  
 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: November 3, 1997

2. Name and address of receiving party(ies):

Name: American Marketing Industries, Inc.  
Internal Address:  
Street Address: 10450 Holmes Road  
City: Kansas City    State: Missouri    Zip: 64131

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation--State  
 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): 75/363877              B. Trademark Registration No(s):

Additional numbers attached?  Yes  No

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

Name: Joseph B. Bowman  
Internal Address: Shook, Hardy & Bacon L.L.P.  
One Kansas City Place  
Street Address: 1200 Main Street  
City: Kansas City  
State: Missouri

6. Total number of applications and registrations involved . . . . .

---

7. Total fee (37 CFR 3.41) . . . . . \$40.00

Enclosed  
 Authorized to be charged to deposit account

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8. Deposit Account No.: 19-2112

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

04/02/1998 JSNABAZZ 00000011 75363877 64105-2218  
01 FC:481 40.00 OP

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.*

Joseph B. Bowman                      *J. Bowman*                      3/16/98  
Name of person signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 8  
Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 1755 FRAME: 0228



**Sharon Priest**  
SECRETARY OF STATE

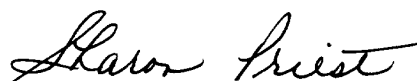
## State of Arkansas SECRETARY OF STATE

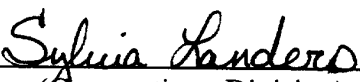
To All to Whom These Presents Shall Come, Greeting:

I, Sharon Priest, Secretary of State of the State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

ARTICLES OF MERGER  
OF  
WEST-ARK GARMENT MFG., INC.  
WITH AND INTO  
AMERICAN MARKETING INDUSTRIES INC.

In Testimony Whereof, I have hereunto set my hand and official seal, on this,  
the 3RD day of NOVEMBER, 19 97.

  
\_\_\_\_\_  
Sharon Priest  
Secretary of State

By:   
\_\_\_\_\_  
(Corporations Division)  
Sylvia Landers

CC-1/Rev. 1-27-95

**CERTIFIED COPY**  
**ARTICLES OF MERGER**

FILED  
CORPORATIONS DIVISION

NO. \_\_\_\_\_

97 NOV -3 PM 3:50

OF

**WEST-ARK GARMENT MFG., INC.,**  
an Arkansas corporation.

SECRETARY OF STATE  
STATE OF ARKANSAS

BY Sa \_\_\_\_\_

AND

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

To the Secretary of State  
State of Arkansas

Pursuant to the provisions of the Arkansas Business Corporation Act governing the merger of one or more foreign corporations and one or more domestic corporations, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging corporations are **West-Ark Garment Mfg., Inc.** ("West-Ark") which is a business corporation organized under the laws of the State of Arkansas, and **American Marketing Industries Inc.** ("American Marketing"), which is a business corporation organized under the laws of the State of Delaware.

2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger ("Plan of Merger") for merging West-Ark with and into American Marketing as approved by resolution of the directors of each of said merging corporations.

3. The number of shares of West-Ark which were outstanding at the time of the approval of the Plan of Merger by its shareholders is 300, all of which are of one class. The number of the aforesaid shares which were voted for the Plan of Merger is 300, and the number of said shares which were voted against the same is -0-.

4. The laws of the jurisdiction of organization of American Marketing permit the merger of a business corporation of another jurisdiction with and into a business corporation of the jurisdiction of organization of American Marketing; and the merger of West-Ark with and into American Marketing is in compliance with the laws of the jurisdiction of organization of American Marketing.

5. The merger herein provided for shall become effective in the State of Arkansas upon the filing of these Articles of Merger by the Secretary of State of the State of Arkansas. However, for all accounting purposes, the effective date of the merger shall be as of the close of business on November 3, 1997.

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**CERTIFIED COPY**

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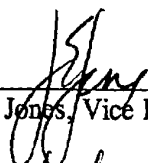
**CERTIFIED COPY**

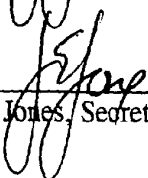
6. American Marketing will continue its existence as the surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

7. American Marketing does hereby agree that it may be served with process in the State of Arkansas in any proceeding for the enforcement of any obligation of West-Ark and in any proceeding for the enforcement of the rights of a dissenting shareholder of West-Ark against American Marketing; does hereby irrevocably appoint the Secretary of State of the State of Arkansas as its agent to accept service of process in any such proceeding; and does hereby agree that it will promptly pay to the dissenting shareholders of West-Ark the amount, if any, to which they shall be entitled under the provisions of the Arkansas Business Corporation Act with respect to the rights of dissenting shareholders.

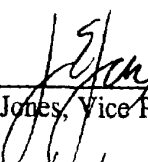
Dated as of the 3rd day of November, 1997.

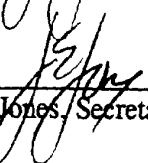
**WEST-ARK GARMENT MFG., INC.,**  
an Arkansas corporation

By:   
Jay Jones, Vice President

  
Jay Jones, Secretary

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

By:   
Jay Jones, Vice President

  
Jay Jones, Secretary

CERTIFIED COPY

STATE OF *Missouri* )  
 ) SS.:  
COUNTY OF *Jackson* )

The undersigned, a Notary Public in and for the State and County aforesaid, does hereby certify that on this 3rd day of November, 1997, personally appeared before me Jay Jones, who, being by me first duly sworn, declared that he is the Vice President and Secretary of West-Ark Garment Mfg., Inc., which is one of the corporations named in the foregoing Articles of Merger; that he signed the said document as Vice President and Secretary of said corporation; and that the statements therein contained are true.

*Theresa G. Lodde*  
\_\_\_\_\_  
Notary Public

Commission expires:

**THERESA G. LODDE**  
Notary Public - State of Missouri  
Commissioned in Jackson County  
My Commission Expires Nov. 25, 1999

[notarial seal]

STATE OF *Missouri* )  
 ) SS.:  
COUNTY OF *Jackson* )

The undersigned, a Notary Public in and for the State and County aforesaid, does hereby certify that on this 3rd day of November, 1997, personally appeared before me Jay Jones, who, being by me first duly sworn, declared that he is the Vice President and Secretary of American Marketing Industries Inc., which is one of the corporations named in the foregoing Articles of Merger; that he signed the said document as Vice President and Secretary of said corporation; and that the statements therein contained are true.

*Theresa G. Lodde*  
\_\_\_\_\_  
Notary Public

Commission expires:

**THERESA G. LODDE**  
Notary Public - State of Missouri  
Commissioned in Jackson County  
My Commission Expires Nov. 25, 1999

[notarial seal]

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**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** ("Plan of Merger") is made and entered into as of the 30 day of November, 1997, by and between **WEST-ARK GARMENT MFG., INC.**, an Arkansas corporation ("West-Ark"), and **AMERICAN MARKETING INDUSTRIES INC.**, a Delaware corporation ("American Marketing"), hereinafter collectively referred to as the "Constituent Corporations".

**WITNESSETH:**

**WHEREAS**, the Boards of Directors of the Constituent Corporations believe it is in the best interests of the corporations to merge with and into American Marketing;

**NOW, THEREFORE**, In consideration of the premises and the mutual agreements and covenants herein contained and in accordance with the applicable provisions of the General Corporation Law of the State of Delaware, including, but not limited to Section (f), and the applicable state corporation laws of the state of formation of West-Ark ("Applicable State Law"), the parties hereto agree and covenant that West-Ark shall be merged with and into American Marketing, as follows:

1. **Terms and Conditions.** The obligation of West-Ark and American Marketing to effect the merger is subject to the Board of Directors of each of the Constituent Corporations adoption, authorization and approval of merger and this Plan of Merger in accordance with Applicable State Law.

Upon satisfaction of the above conditions, West-Ark shall be merged with and into American Marketing and American Marketing shall continue its corporate existence under the laws of the State of Delaware as the surviving corporation. On the effective date of the merger, the separate existence and corporate organization of West-Ark shall be terminated and shall cease and American Marketing shall assume all of the obligations of the Constituent Corporations.

2. **Mode of Carrying Terms and Conditions Into Effect.** The above terms and conditions shall be carried into effect as follows:

(a) This Plan of Merger shall be submitted to the Board of Directors of each of the Constituent Corporations for its consideration and subsequent adoption, authorization and approval in accordance with Applicable State Laws;

(b) Subsequent to the adoption, authorization and approval by the Board of Directors of the Constituent Corporations, the appropriate officers of each Constituent Corporation shall execute, acknowledge and deliver this Plan of Merger; and

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**CERTIFIED COPY.**

(c) The appropriate officers of each Constituent Corporation shall execute, acknowledge, certify, record and file a Certificate of Merger or Articles of Merger, as the case may be, and do all other acts, sign all other documents, and pay all fees in connection with the merger, as required by Applicable State Law.

3. The authorized capital stock of West-Ark consists of 100,000 common shares of the par value of \$.10 each.

4. **No Conversion of Shares.** On the effective date of the merger, the issued and outstanding shares of capital stock of West-Ark shall thereupon, and without the surrender of stock certificates or any other action, be canceled. On the effective date of the merger, the issued and outstanding shares of capital stock of American Marketing shall not be converted, and each share that is issued and outstanding on such date shall continue to represent one issued and outstanding share of American Marketing. Each such share shall continue to possess the same rights and limitations as it possessed prior to the effective date of the merger, and no shares of the capital stock of American Marketing or securities convertible into such shares shall be issued pursuant to this Plan of Merger.

Subsequent to the effective date of the merger, West-Ark shall surrender the certificates evidencing the outstanding shares of capital stock of the corporation to American Marketing, or such other agent as shall be appointed by American Marketing, for cancellation and inclusion in the stock book of American Marketing.

5. **Articles or Certificate of Incorporation.** The Articles or Certificate of Incorporation, Bylaws, Board of Directors and Officers of American Marketing in existence or in office immediately prior to the merger shall be the Articles or Certificate of Incorporation, Bylaws, Board of Directors and Officers of American Marketing, as the surviving corporation, immediately subsequent to the merger.

6. **Effective Time.** This merger shall become effective upon filing the Certificate of Merger 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 November 3, 1997.

7. **Other Provisions.**

(a) For the convenience of the parties and to facilitate any filing and recording of this Plan of Merger or a Certificate or Articles of Merger, any number of counterparts hereof may be executed, each of which shall be deemed to be an original of this Plan of Merger or such Certificate or Articles, as the case may be, but all of which together shall constitute one and the same Plan of Merger or Certificate or Articles, as the case may be.

(b) This Plan of Merger shall be governed by the laws of the State of Delaware as to all matters, except that adoption, authorization and approval of this Plan of

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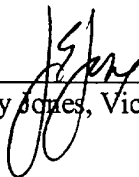


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Merger by the Board of Directors and stockholders of West-Ark shall be governed by the state corporation law of the state of formation.

**IN WITNESS WHEREOF**, West-Ark and American Marketing have caused this Plan of Merger to be executed by their duly authorized officers, respectively as of the day and year first above written.

**WEST-ARK GARMENT MFG., INC.,**  
an Arkansas corporation

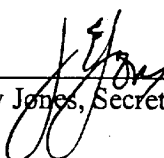
By:  \_\_\_\_\_  
Jay Jones, Vice President

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

By:  \_\_\_\_\_  
Jay Jones, Vice President

The undersigned, Jay Jones, the Secretary of American Marketing Industries Inc., a Delaware corporation ("American Marketing"), hereby certifies that this Plan of Merger, after having been first duly signed on behalf of the said corporation and having been signed on behalf of West-Ark Garment Mfg., Inc., an Arkansas corporation, was duly adopted pursuant to Section 251(f) of the General Corporation Law of the State of Delaware without any vote of the stockholders of the surviving corporation; and that the Plan of Merger (i) does not amend in any respect the Certificate of Incorporation of American Marketing, (ii) each shares of stock outstanding of American Marketing before the effective date of the merger is an identical share of stock of American Marketing, with all the same rights and privileges, subsequent to the merger, and (iii) no shares of the common or preferred stock of American Marketing and no securities or obligations convertible into such shares are to be issued or delivered under the Plan of Merger.

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

By:  \_\_\_\_\_  
Jay Jones, Secretary

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**RECORDED**

RECORDED: 03/20/1998

TRADEMARK  
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