

09-24-1998



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RECORDATION FORM COVER SHEET OPR/FINANCE
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

Change of Name

Other

Effective Date
Month Day Year
05 21 98

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

09/23/1998 DMSUYEN 00000019 1697698

FOR OFFICE USE ONLY

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40.00 DP

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

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REEL: 1791 FRAME: 0668

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1,697,698"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Stephen J. Quigley

Name of Person Signing

Signature

9/16/98

Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"THE COMPANY STORE, INC.", A WISCONSIN CORPORATION,
WITH AND INTO "TWEEDS, INC." UNDER THE NAME OF "HANOVER HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9095763

981196354

DATE: 05-21-98

TRADEMARK
REEL: 1791 FRAME: 0670

CERTIFICATE OF MERGER
OF
THE COMPANY STORE, INC.
INTO
TWEEDS, INC.

(Pursuant to Section 252 of the General
Corporation Law of Delaware)

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of
the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
The Company Store, Inc.	Wisconsin
Tweeds, Inc.	Delaware

SECOND: That a Plan and Agreement of Merger between the
parties to the merger, has been approved, adopted, certified,
executed and acknowledged by each of the constituent corporations
in accordance with the requirements of section 252 of the General
Corporation Law of Delaware.

THIRD: That the name of the surviving corporation (the
"Surviving Corporation") of the merger is Tweeds, Inc., a
Delaware corporation.

FOURTH: That the Certificate of Incorporation of Tweeds, Inc., be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That following amendments to the Certificate of Incorporation of the Surviving Corporation are to be effected following the consummation of the Merger:

(a) Article I of the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to reflect the new name of the Surviving Corporation as follows:

"ARTICLE I

The name of the corporation is HANOVER HOLDING CORP.
(the "Corporation"); and

(b) Article III of the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to reflect the new capital structure of the Surviving Corporation as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000 shares of common stock, \$.01 par value per share (the "Common Stock")."

SIXTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 1500 Harbor Blvd., Weehawken, NJ 07087.

SEVENTH: That a copy of the Plan and Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
The Company Store, Inc.	Common	1,000	\$0.01

NINTH: That this Certificate of Merger shall be effective on the date of filing.

Dated: May 21, 1998

TWEEDS, INC.
By: Sarah Hewitt
Name: Sarah Hewitt
Title: Asst. Secretary