

03-19-1999



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

MRD 3/2/94

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

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/AKA/TA

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

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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: 1869 FRAME: 0573

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.

Herbert Conen
Name of Person Signing

Herbert Conen / ADP
Signature

3/2/99
Date Signed

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

MIDWEST EMBROIDERY INC

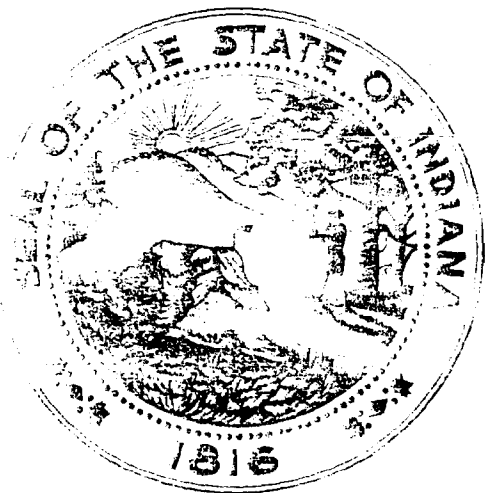
and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Business Corporation Law, as amended.

The name of the corporation is amended as follows:

CADRE ATHLETIC, INC.

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is April 08, 1998.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Eighth day of April, 1998.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

JK
Deputy

RECEIVED
CORPORATIONS DIV.

98 APR -8 PM 3:31

SUE ANNE GILROY

**APPROVED
AND
FILED
IND. SECRETARY OF STATE**

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF**

Midwest Embroidery, Inc.

The undersigned officers of Midwest Embroidery, Inc., (hereinafter referred to as the "Corporation"), existing pursuant to the provisions of the Indiana General Corporation Act (Medical Professional Corporation Act/Dental Professional Corporation Act/Professional Corporation Act of 1965), as amended (hereinafter referred to as the "Act"); desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

**ARTICLE I
Text of the Amendment**

The exact text of Article(s) I of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as the "Amendments"), now is as follows:

The name of the corporation is Cadre Athletic, Inc.

**ARTICLE II
Manner of Adoption and Vote**

Section 1. Action by Directors (select appropriate paragraph.)

(a) The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on March 5, 1998, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments that the provisions and terms of Article I of its Articles of Incorporation be amended so as to read as set forth in the Amendments; and called a meeting of such shareholders, to be held March 5, 1998, to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

(b) By written consent executed on March 5, 1998, signed by all members of the Board of Directors of the Corporation, a resolution was adopted proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments, that the provisions and terms of the Articles of its Articles of Incorporation be amended so as to read as set forth in the Amendments, and a meeting of such shareholders was called to be held March 5, 1998, to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

Section 2. Action by Shareholders

(a) The Shareholders of the Corporation entitled to vote in respect of the Amendments, at a meeting thereof, duly called, constituted and held on March 5, 1998, at which a quorum of such shareholders was present, adopted the Amendments.

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PK

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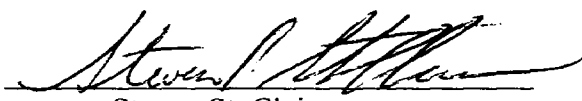
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(b) By written consent executed on March 5, 1998, signed by the holders of shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendments, the Shareholders adopted the Amendments.

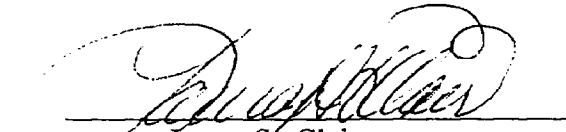
Section 3. Compliance with Legal Requirements

The manner of the adoption of the Amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.


IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation, and certify to the truth of the facts herein stated, this 5th day of March, 1998.


Steven St. Clair,
Steven P. St. Clair
Printed Signature

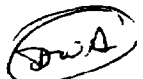


President


Laura St. Clair
LAURA J. ST. CLAIR
Printed Signature

Secretary


David St. Clair
DAVID W. ST. CLAIR
Printed Signature

Vice President

STATE OF INDIANA)
COUNTY OF MARION)

)SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that Steven P. St. Clair, the President, and David W. St. Clair, the Vice President, and Laura J. St. Clair, the Secretary of the Corporation, the officers executing the foregoing Articles of Amendment of the Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore or attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 5th day of March, 1998.

B.C.D.N.
Written Signature
Samantha D. Wilson
Printed Signature
NOTARY PUBLIC

My Commission Expires:
2/8/99

My County of Residence is:
St. Joseph

This instrument was prepared by Robert D. Epstein, Attorney at Law,
One Virginia Avenue, Suite 200 Indianapolis Indiana 46204
(Number and Street/Bldg.) (City) (State) (Zip)