

04-12-1999



101008607

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

101008607

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
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment

Effective Date
Month Day Year
06 10 98

3-31-99

Conveying Party

Mark if additional names of conveying parties attached

Name FARAH INCORPORATED

Execution Date
Month Day Year
6/11/98

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization TEXAS

Receiving Party

Mark if additional names of receiving parties attached

Name SAVANE INTERNATIONAL CORPORATION

DBA/AKA/TA

Composed of

Address (line 1) 6070 Gateway East

Address (line 2) Building E, Suite 102

Address (line 3) El Paso

Texas

79905

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization TEXAS

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.)

04/09/1999 NGUYEN 00000219 75497959

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 1250.00 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. 20463. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 1874 FRAME: 0558

Domestic Representative Name and Address

Enter for the first Receiving Party only.

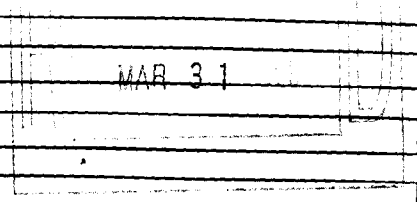
Name

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.

Janet E. Witt

Name of Person Signing

Janet E. Witt
Signature

3/26/99
Date Signed

**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

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

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Trademark Application Number(s)

Registration Number(s)

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Expires 06/30/99
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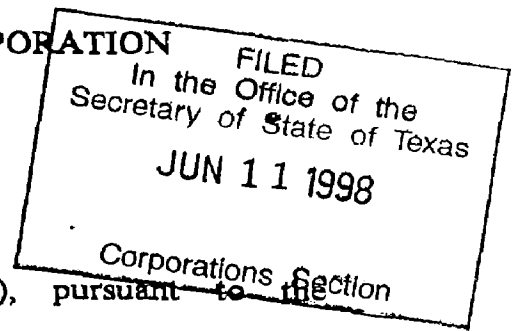
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FARAH INCORPORATED



1. FARAH INCORPORATED (the "Corporation"), pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts amended and restated articles of incorporation which accurately copy the articles of incorporation and all amendments thereto that are in effect to date and as further amended by such restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof.

2. The articles of incorporation of the Corporation are amended by the restated articles of incorporation by deleting in their entirety Articles One and Four and inserting new Articles One and Four as follows:

ARTICLE ONE

The name of the corporation is Savane International Corp.

ARTICLE FOUR

The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1000) shares, all of which shall be common stock (par value \$.01 per share).

3. There was no exchange, reclassification or cancellation of issued shares of common stock of the Corporation as a result of the change in the par value of the shares of common stock of the Corporation from no par value to \$.01 par value per share.

4. The articles of incorporation prior to this amendment stated that the Corporation's registered office was 8889 Gateway West, El Paso, Texas, and that the name of the registered agent at such address was William F. Farah. However, pursuant to a filing with the Secretary of State of Texas, the registered office of the Corporation was

changed to 6070 Gateway East, Building E, Suite 102, El Paso, Texas 79905, and the registered agent was changed to Crawford Kerr, Jr.

5. Each such amendment made by these restated articles of incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such restated articles of incorporation and each such amendment made by the restated articles of incorporation were duly adopted by the shareholders of the Corporation on the 10th day of June, 1998.

6. The number of shares outstanding was 100; the number of shares entitled to vote on the restated articles of incorporation as so amended was 100; the number of shares voted for such restated articles of incorporation as so amended was 100; and the number of shares voted against such restated articles of incorporation as so amended was zero (0).

7. The articles of incorporation and all amendments and supplements thereto are hereby superseded by the following restated articles of incorporation which accurately copy the entire text thereof as further amended as above set forth, and no other provision is changed except as set forth above:

ARTICLE ONE

The name of the Corporation is Savane International Corp.

ARTICLE TWO

The period of the Corporation's duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are: To engage in any commercial, mercantile, industrial, manufacturing, merchandising, transportation, marine, exploration, mining, agricultural, research, licensing, servicing or agency business not prohibited by law, and any, some or all of the foregoing. The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of not less than One Thousand Dollars (\$1,000).

ARTICLE FOUR

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

ARTICLE FIVE

The post-office address of the Corporation's registered office is 6070 Gateway East, Building E, Suite 102, El Paso, Texas 79905, and the name of its registered agent at such address is Crawford Kerr, Jr.

ARTICLE SIX

The number of directors of the Corporation may be fixed by the by-laws, but shall not be less than three (3).

ARTICLE SEVEN

The names and addresses of the directors are:

Names	Address
Jesus Alvarez-Morodo	4902 W. Waters Avenue, Tampa, Florida 33634-1302
William W. Compton	4902 W. Waters Avenue, Tampa, Florida 33634-1302
Leslie Gillock	4902 W. Waters Avenue, Tampa, Florida 33634-1302
Michael Kagan	4902 W. Waters Avenue, Tampa, Florida 33634-1302
Donald H. Livingstone	4902 W. Waters Avenue, Tampa, Florida 33634-1302
Leon Reinhart	4902 W. Waters Avenue, Tampa, Florida 33634-1302
Eloy S. Vallina	4902 W. Waters Avenue, Tampa, Florida 33634-1302

ARTICLE EIGHT

The shareholders of the Corporation shall not be entitled to any preemptive right to acquire unissued or treasury shares of the Corporation.

ARTICLE NINE

Each outstanding share of common stock shall be entitled to one vote on all matters submitted to a vote at a meeting of shareholders. The shareholders of the corporation shall not be entitled to the right of cumulative voting.

ARTICLE TEN

A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Texas Miscellaneous Corporation Laws Act as currently in effect or as the same may hereafter be amended.

No amendment, modification or repeal of this Article Ten shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

Dated: the 10th day of June, 1998.

FARAH INCORPORATED

By N. Larry McPherson
N. Larry McPherson, Executive Vice
President - Finance and Operations

By Regina M. Iland
Regina M. Iland, Assistant Secretary



The State of Texas

SECRETARY OF STATE

**CERTIFICATE OF RESTATED ARTICLES
OF INCORPORATION
OF**

**SAVANE INTERNATIONAL CORP.
FORMERLY: FARAH INCORPORATED**

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Restated Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Restated Articles of Incorporation.

Dated: June 11, 1998

Effective: June 11, 1998



Alberto R. Gonzales
Secretary of State

DLU