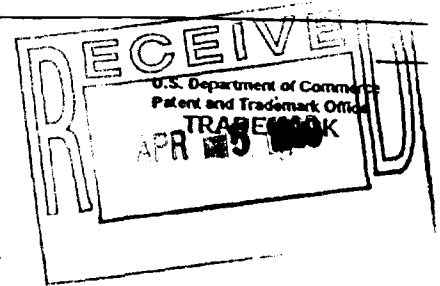


04-19-1999



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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
- ☒ Merger  
Effective Date  
Month Day Year  
01 30 99
- ☐ Change of Name
- ☐ Other

Conveying Party

☐ Mark If additional names of conveying parties attached

Name

Execution Date  
Month Day Year  
01 26 99

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
- ☒ Corporation ☐ Association
- ☐ Other

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.)

☒ Citizenship/State of Incorporation/Organization

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01 FC:481  
02 FC:482

40.00 OP  
200.00 OP

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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

TRADEMARK  
REEL: 1888 FRAME: 0011

**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)**

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1156769"/>	<input type="text" value="1352235"/>	<input type="text" value="1336127"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1325977"/>	<input type="text" value="1225157"/>	<input type="text" value="1182510"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1395289"/>	<input type="text" value="1148447"/>	<input type="text" value="1143734"/>

**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.

Claire M. Kimball

Name of Person Signing

*Claire M. Kimball*

Signature

04/01/99

Date Signed

**CERTIFICATE OF MERGER  
OF  
CPS DEPARTMENT STORES, INC.  
(a Delaware corporation)  
WITH AND INTO  
MCRAE'S, INC.  
(a Mississippi corporation)**

**I. Constituent Corporations**

CPS Department Stores, Inc., a Delaware corporation, is hereby merged with and into McRae's, Inc., a Mississippi corporation, pursuant to Section 252 of the Delaware General Corporation Law, with McRae's, Inc. to survive the merger.

**II. Agreement and Plan of Merger**

An Agreement and Plan 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 subsection (c) of Section 252 of the Delaware General Corporation Law.

**III. Name of Surviving Corporation**

The name of the surviving corporation shall be McRae's, Inc.

**IV. Certificate of Incorporation**

The Articles of Incorporation of McRae's, Inc., a Mississippi corporation, shall be the Articles of Incorporation of the surviving corporation.

**V. Executed Agreement and Plan of Merger**

The executed Agreement and Plan of Merger is on file at 750 Lakeshore Parkway, Birmingham, Alabama 35211, the principal place of business of the surviving corporation.

#### **VI. Copy of Agreement and Plan of Merger**

A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

#### **VII. Service of Process**

McRae's, Inc., the surviving corporation, agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of CPS Department Stores, Inc., the non-surviving corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and the surviving corporation does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by said Secretary of State is 750 Lakeshore Parkway, Birmingham, Alabama 35211, until the surviving corporation shall have hereafter designated in writing to said Secretary of State a different address for such purpose.

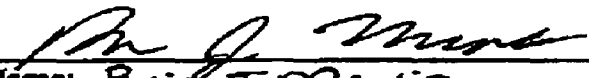
#### **VIII. Effective Time**

This Certificate of Merger and the merger contemplated hereby shall become effective at 7:00 p.m. E.S.T. on January 30, 1999.

[Signature on next page]

IN WITNESS WHEREOF, McRae's, Inc. has caused this Certificate of Merger to be executed by a duly authorized officer this 26th day of January, 1999.

MCRAE'S, INC.

By:   
Name: Brian J. Martin  
Title: Executive Vice President

*State of Delaware*  
*Office of the Secretary of State*      PAGE   1

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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:

"CPS DEPARTMENT STORES, INC.", A DELAWARE CORPORATION, WITH AND INTO "MCRAE'S, INC." UNDER THE NAME OF "MCRAE'S, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MISSISSIPPI, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999, AT 9:14 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JANUARY, A.D. 1999.

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

AUTHENTICATION:

9547737

DATE:

01-28-99  
TRADEMARK

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RECORDED: 04/05/1999

REEL: 1888 FRAME: 0016