

Exp. Mail Date
7-13-99
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07-16-1999



Docket No.:

372510-030

101092525

Tab settings

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

1. Name of conveying party(ies):

Brazos, L.L.C.

- Individual(s)
- General Partnership
- Corporation-State
- Other Texas limited liability company

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

Name: Brazos Sportswear, L.L.C.

Internal Address: _____

Street Address: 114 Holleman

City: College Station State: TX ZIP: 77840

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Conversion
- Merger
- Change of Name

Execution Date: April 6, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,836,240	1,210,599
2,110,207	1,654,387
1,645,341	1,781,497

Additional numbers Yes No

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

Name: Carol M. Nielsen

Internal Address: Butler & Binion, L.L.P.

Street Address: 1000 Louisiana, Suite 1600

City: Houston State: TX ZIP: 77002

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

6

7. Total fee (37 CFR 3.41):.....\$ \$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4952

07/16/1999 DNGUYEN 00000092 1836240

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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.

Carol M. Nielsen

Name of Person Signing

Carol M. Nielsen
Signature

July 13, 1999

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 001927 FRAME: 0804



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

BRAZOS, L.L.C.
a Texas limited liability company

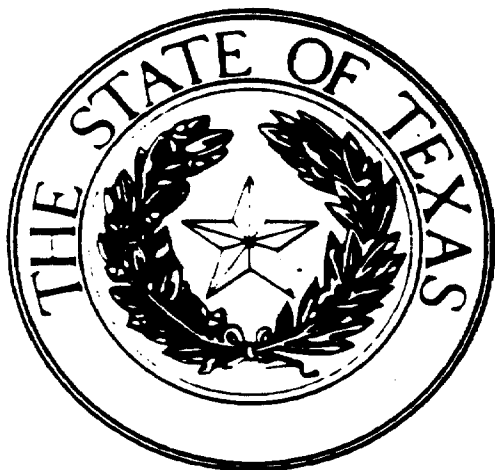
converting it to

BRAZOS SPORTSWEAR, L.L.C.
a Delaware no permit

have been received in this office and 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 Conversion.

Filed: APRIL 6 1998

Effective: APRIL 6 1998



Alberto R. Gonzales
Secretary of State

ARTICLES OF CONVERSION

OF

BRAZOS, L.L.C.

(a Texas limited liability company)

INTO

BRAZOS SPORTSWEAR, L. L.C.

(a Delaware limited liability company)

FILED
In the Office of the
Secretary of State of Texas

APR 06 1998

CORPORATIONS SECTION

Pursuant to Articles 10.08 and 10.09 of the Texas Limited Liability Company Act, as amended (the "Act"), the undersigned domestic limited liability company adopts the following Articles of Conversion for the purpose of converting itself into Brazos Sportswear, L.L.C., a foreign limited liability company:

ARTICLE I

The name and state of incorporation of the company is Brazos, L.L.C., a Texas limited liability company (the "Texas Company"), to be converted into Brazos Sportswear, L.L.C., a Delaware limited liability company (the "Delaware Company").

ARTICLE II

The plan of conversion attached as Exhibit A pursuant to Article 10.8 of the Act was approved by the Members and Managers of the Texas Company effective April 4, 1998.

ARTICLE III

An executed plan of conversion is on file at the principal place of business of the Texas Company, located at 114 Holleman, College Station, Texas 77840, and will be on file from and after the conversion at the principal place of the business of the Delaware Company, located at 114 Holleman, College Station, Texas 77840.

ARTICLE IV

A copy of the plan of conversion will be furnished by the Texas Company (prior to the conversion) or by the Delaware Company (after the conversion) on written request and without cost to any Member of the Texas Company or the Delaware Company.

ARTICLE V

Pursuant to Article 10.09 of the Act, the Delaware Company will be liable for the payment of all fees and franchise taxes of both entities.

Pursuant to Article 10.10 of the Act, the effective time of the conversion is 12:01 a.m. on April 6, 1998.

ARTICLE VI

The approval of the plan of conversion was duly authorized by all action required under the Act and by the Texas Company's constituent documents.

Dated effective April 4, 1998.

BRAZOS, L.L.C.,
a Texas limited liability company

By: 
F. Clayton Chambers, Manager

PLAN OF CONVERSION

This Plan of Conversion (this "Plan") dated effective April 4, 1998 is made and entered into pursuant to Article 10.08 of the Texas Limited Liability Company Act (the "Act") by Brazos, L.L.C., a Texas limited liability company (the Converting Entity") to be converted into Brazos Sportswear, L.L.C., a Delaware limited liability company (the "Converted Entity").

WITNESSETH:

WHEREAS, the Converting Entity is a limited liability company duly organized and existing under the laws of the State of Texas;

WHEREAS, the Converting Entity desires to convert into a limited liability company duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Managers of the Converting Entity deem it advisable and in the best interest of the Converting Entity to convert into a Delaware limited liability company as authorized by the Act under and pursuant to the terms and conditions set forth herein, and the Managers of the Converting Entity have duly approved this Plan;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of this conversion, the mode of carrying the same into effect and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the conditions set forth herein, as follows:

ARTICLE I

Name of the Converting Entity and Converted Entity

The name of the Converting Entity is Brazos, L.L.C. The name of the Converted Entity is Brazos Sportswear, L.L.C.

ARTICLE II

Continuation of Existence

The Converting Entity shall continue in existence as a limited liability company after the date of conversion.

ARTICLE III

Type of Entity

The Converted Entity will be a limited liability company duly organized and existing under the laws of the State of Delaware.

EXHIBIT A

ARTICLE IV
Conversion of Units

The manner and basis of converting the units of the Converting Entity and the mode of carrying the conversion into effect shall be that, as of the date of conversion, each unit of the Converting Entity shall be converted automatically into one unit of the Converted Entity.

ARTICLE V
Other Provisions with Respect to the Conversion

After the approval or adoption of this Plan by the Managers of the Converting Entity in accordance with the requirements of the Act, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the conversion under the provisions of the Act.

This Plan may be terminated at any time prior to the date of the conversion, expressed by action of the Managers of the Converting Entity.

ARTICLE VI
Approval and Effective Time of the Conversion

Subject to the following actions having been taken, the conversion shall become effective at 12:01 a.m. on April 6, 1998:

- (1) this Plan shall be adopted and approved on behalf of the Converting Entity in accordance with the Act; and
- (2) Articles of Conversion, setting forth the information required by and executed in accordance with the Act, shall be filed in the office of the Secretary of State of the State of Texas; and
- (3) a Certificate of Conversion, setting forth the information required by and executed in accordance with the Act, shall be filed in the office of the Secretary of State of the State of Delaware.

For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Texas.

This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

ARTICLE VII
Certificate of Formation of Converted Entity

The Certificate of Formation of the Converted Entity is attached to this Plan as Exhibit 1.

BRAZOS, L.L.C.,
a Texas limited liability company

Dated effective April 4, 1998.

By: 
F. Clayton Chambers, Manager

CERTIFICATE OF FORMATION

OF

BRAZOS SPORTSWEAR, L.L.C.

A DELAWARE LIMITED LIABILITY COMPANY

The undersigned, a natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Delaware Limited Liability Company Act (the "Act"), hereby adopts the following Certificate of Formation for such company.

ARTICLE I

The name of the company is Brazos Sportswear, L.L.C. (the "Company").

ARTICLE II

The Company is to have a perpetual duration.

ARTICLE III

The purpose for which the Company is organized is the transaction of any and all lawful business for which companies may be formed under the Act, as amended from time to time, and further to do such things as may be incident to, and necessary or appropriate to effect, any and all of such purposes.

ARTICLE IV

In furtherance and not in limitation of the powers conferred by statute, the managers are expressly authorized to make, alter or repeal the regulations of the Company.

ARTICLE V

Election of managers need not be by written ballot unless the regulations of the Company shall so provide. At each election for managers every member entitled to vote at such election shall have the right to vote, in person or by proxy, the percentage interest in the capital of the Company owned by him for as many persons as there are managers to be elected and for whose election he has a right to vote. A member may not cumulate his vote in any election of managers. Meetings of the members may be held within or without the State of Delaware, as the regulations may provide. The books of the Company may be kept (subject to any provision contained in the statute) outside the State of Delaware at such place or places as may be designated from time to time by the managers or in the regulations of the Company.

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ARTICLE VI

The Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Formation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

ARTICLE VII

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission (or alleged act or omission) in the manager's capacity as a manager, except that this Article VII does not eliminate or limit the liability of a manager to the extent the manager is found liable for:

- (1) a breach of the manager's duty of loyalty to the Company or its members;
- (2) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or
- (4) an act or omission for which the liability of a manager is expressly provided by an applicable statute.

No amendment to or repeal of this Article VII will apply to or have any effect on the liability or alleged liability of any manager of the Company for or with respect to any acts or omissions of the manager occurring prior to such amendment or repeal.

ARTICLE VIII

A. The Company shall indemnify its managers and its former managers against any losses, damages, claims or liabilities to which they may become subject or which they may incur as a result of being or having been a manager, and shall advance to them or reimburse them for expenses incurred in connection therewith, to the maximum extent permitted by law. The Company may indemnify other employees, agents or persons against any losses, damages, claims or liabilities to which they may become subject or which they may incur as a result of having been an employee or agent or having acted for the Company and may advance to them or reimburse them for expenses incurred in connection therewith to the maximum extent permitted by law.

B. A person may be indemnified under this Article VIII against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with a proceeding; but if the person is found liable to the Company or is found liable on the basis that personal benefit was improperly received by the person, the

indemnification (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding and (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Company.

C. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

D. The Company shall have the power to purchase and maintain insurance on behalf of any person who is or was a manager, employee or agent of the Company, or is or was serving at the request of the Company as a manager, employee or agent of another company, corporation, partnership, joint venture, sole proprietorship, trust, other enterprise or employee benefit plan, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such a person, whether or not the Company would have the power to indemnify him against such liability under the provisions of the Act.

E. Without limiting the power of the Company to procure or maintain any kind of insurance or other arrangement, the Company may, for the benefit of persons indemnified by the Company (1) create a trust fund, (2) establish any form of self-insurance, (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Company, or (4) establish a letter of credit, guaranty or surety arrangement.

ARTICLE IX

Any action required by law or by the Certificate of Formation or regulations of the Company to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of ownership interests in the Company having not less than the minimum number of ownership interests that would be necessary to take such action at a meeting at which all holders entitled to vote on the action were present and voted.

ARTICLE X

No member may assign, pledge, transfer or otherwise hypothecate any interest in the Company without first obtaining the written consent of all other members. No new member shall be admitted to the Company without the prior written consent of all members.

ARTICLE XI

The Company shall be managed by managers. The initial managers shall consist of four (4) persons. The number of subsequent managers shall be fixed by, or in the manner provided in, the Regulations of the Company. The names and addresses of the persons who will serve as managers until the first meeting of members or until their successors are elected and qualified are:

F. Clayton Chambers	4101 Founders Boulevard Batavia, Ohio 45103-2553
J. Ford Taylor	4101 Founders Boulevard Batavia, Ohio 45103-2553
Randall B. Hale	2929 Allen Parkway, Suite 2500 Houston, Texas 77019
Alan Elenson	Plymouth Mills 330 Tompkins Avenue Staten Island, New York 10304

ARTICLE XII

The registered office of the Company in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801, New Castle County. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE XIII

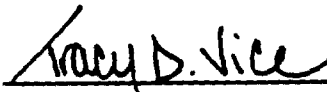
The name and address of the organizer is Tracy D. Vice, Porter & Hedges, L.L.P., 700 Louisiana, Suite 3500, Houston, Texas 77002-2764.

ARTICLE XIV

The Company is being created pursuant to the Plan of Conversion as attached to the Articles of Conversion filed with the Secretary of State of Texas on this same date.

The converting entity is Brazos, L.L.C., a Texas limited liability company organized on April 4, 1998, whose address is 114 Holleman, College Station, Texas 77840.

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of April, 1998.



Tracy D. Vice

APR 07 1998

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Article 7.05 of the Texas Limited Liability Company Act (the Act) ^{Corporations Section} the undersigned limited liability company hereby applies for a certificate of authority to transact business in Texas:

1. The name of the limited liability company is *Brazos Sportswear, L.L.C.*
2. (A) If the name of the limited liability company does not contain the words "Limited Liability Company" or "Limited Company," or the abbreviations "L.L.C.," "LLC," "LC," or "L.C.," then the name of the foreign limited liability company with the words or abbreviation which it elects to add thereto for use in Texas is: _____

(B) If the name is not available in Texas, then set forth the name under which the foreign limited liability company will qualify and transact business in Texas: _____

3. It is organized under the laws of *Delaware*
4. The date of its organization is *April 6, 1998* and the period of duration is *perpetual*. (State term of years or other duration authorized in its home jurisdiction.).
5. The address of its principal office in the state or country under the laws of which it is organized is: *c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801*
6. The address of its proposed registered office in Texas is (a P.O. Box is not sufficient) *c/o Porter & Hedges, L.L.P., 700 Louisiana, 35th Floor, Houston, Texas 77002-2764*, and the name of its proposed registered agent in Texas at such address is *Richard L. Wynne*
7. The purpose or purposes of the foreign limited liability company which it proposes to pursue in the transaction of business in Texas are: *any and all lawful business for which companies may be formed under the Act, as amended from time to time, and further to do such things as may be incident to, and necessary or appropriate to effect, any and all of such purposes.*
8. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is organized.

9. The names and respective addresses of its managers are:

NAME	ADDRESS (city and state)	OFFICE
<i>F. Clayton Chambers</i>	<i>4101 Founders Boulevard Batavia, Ohio 45103-2553</i>	
<i>J. Ford Taylor</i>	<i>4101 Founders Boulevard Batavia, Ohio 45103-2553</i>	
<i>Randall B. Hale</i>	<i>2929 Allen Parkway, Suite 2500 Houston, Texas 77019</i>	
<i>Alan Elenson</i>	<i>Plymouth Mills 330 Tompkins Avenue Staten Island, New York 10304</i>	

10. The application is accompanied by a certificate issued by the secretary of state or other authorized officer of the jurisdiction of organization evidencing the existence of the limited liability company.

BRAZOS SPORTSWEAR, L.L.C.

By 
F. Clayton Chambers, Manager



The State of Texas
Secretary of State

CERTIFICATE OF AUTHORITY

OF

BRAZOS SPORTSWEAR, L.L.C.
FILING NUMBER 07035811

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED APPLICATION OF THE ABOVE ENTITY FOR A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE HAS BEEN RECEIVED IN THIS OFFICE AND IS FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE FROM AND AFTER THIS DATE FOR THOSE PURPOSES SET FORTH IN THE APPLICATION, UNDER THE NAME OF

BRAZOS SPORTSWEAR, L.L.C.

DATED APR. 7, 1998

EFFECTIVE APR. 7, 1998



A handwritten signature in black ink, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State

RECORDED: 07/13/1999

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