

07-20-1999

FORM COVER SHEET
MARKS ONLY



ICE
file

Docket No. 88
Tab settings 1 2 3



06-30-1999

To the Honorable

101097216

Please record the attached ori

U.S. Patent & TMO/TM Mail Rcpt Dt. #11

MPD 6-30-99

1. Name of conveying party(ies):

WG, INC.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other SECOND AMENDED AND RESTATED
- Merger
- Change of Name

CERTIFICATE OF INCORPORATION
Execution Date: December 21, 1995

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

Name: WILLCOX & GIBBS, INC.

Internal Address: _____

Street Address: 900 Milik Street

City: Carteret State: N.J ZIP: 07008

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DELAWARE
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,569,252

Additional numbers attached? Yes No

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

Name: ROBERT P. MICHAL, ESQ.

Internal Address: _____

FRISHAUF, HOLTZ, GOODMAN, LANGER
& CHICK, P.C. 767 Third Avenue
Street Address: _____

City: New York, State: N.Y. ZIP: 10017

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

- Enclosed
- Any Deficiencies
- Authorized to be charged to deposit account

8. Deposit account number:

06-1378

(Attach duplicate copy of this page if paying by deposit account)

07/19/1999 MTHA11 00000175 1569252

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40.00 DP

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.

ROBERT P. MICHAL

Name of Person Signing

Reg. No. 35,614

Signature

June 30, 1999

Date

Total number of pages comprising cover sheet: _____

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"Express Mail" Mailing Label No. EM 172 086 940US

Date of Deposit June 30, 1999

I hereby certify that this application is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Box Assignment, Washington, D.C. 20231

ANGELLA JOHNSON

Office of the Secretary of State

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 RESTATED CERTIFICATE OF "WG, INC.", CHANGING ITS NAME FROM "WG, INC." TO "WILLCOX & GIBBS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

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



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

Edward J. Freel, Secretary of State

2396838 8100

950306967

AUTHENTICATION:

7767049

DATE:

12-26-95

SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

WG, INC.

(a Delaware Corporation)

WG, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") hereby certifies as follows:

1. The Corporation was originally incorporated under the name WG, Inc., on May 13, 1994. A Restated Certificate of Incorporation was filed on July 12, 1994.

2. The Board of Directors of the Corporation duly adopted resolutions setting forth the text of the Second Amended and Restated Certificate of Incorporation of the Corporation set forth below, declaring the advisability of its adoption.

3. Thereafter, in lieu of a meeting and vote, the stockholders of the Corporation gave written consent to said Second Amended and Restated Certificate of Incorporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

4. Said Second Amended and Restated Certificate of Incorporation was duly adopted in accordance with the applicable provisions of the General Corporation Law of the State of Delaware.

5. The text of said Second Amended and Restated Certificate of Incorporation is as follows:

FIRST: The name of the Corporation is Willcox & Gibbs, Inc.

SECOND: The address of the Corporation's registered office in

Amended and Restated Certificate of Incorporation to be signed and attested by its duly authorized officers this 21st day of DECEMBER, 1995. The effective date of filing shall be January 1, 1996.

WG, Inc.

By: 

Name: John K. Ziegler
Title: Chairman of the Board and
Chief Executive Officer

ATTEST:

By: 

Name: MARY-ANNE KIERAN
Title: Secretary

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