

12-01-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MKD 11/17/99

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 Change of Name
 - Other
- Effective Date
Month Day Year
 02 12 99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
 02 12 99

Name Faded Glory, Ltd.

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name Faded Glory Arkansas, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 1411 Broadway

Address (line 2)

Address (line 3) New York New York 10018

City

State/Country

Zip Code

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

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.)

11/30/1999 TTON11 00000113 2235970

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
150.00 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

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.

Marsha G. Ajhar
Name of Person Signing

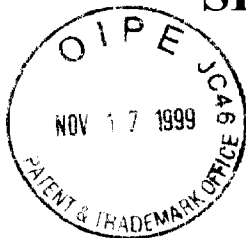
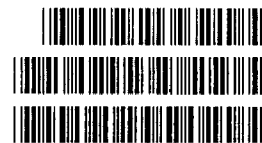
Marsha G. Ajhar
Signature

November 17, 1999
Date Signed



Sharon Priest
SECRETARY OF STATE

State of Arkansas SECRETARY OF STATE



To All to Whom These Presents Shall Come, Greeting:

I, Sharon Priest, Secretary of State of the state of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

ARTICLES OF MERGER OF FADED GLORY, LTD. INTO FADED GLORY ARKANSAS, INC.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal. Done at my office in the City of Little Rock, Arkansas this 21st day of September 1999.

Sharon Priest
Sharon Priest, Secretary of State
by: S J Landers
S J Landers

CC-1/Rev. 1-27-95

CERTIFIED COPY

ARTICLES OF MERGER

FILED
CORPORATION DIVISION

CP-124729

99 FEB 24 AM 11:25

DAVID DENBEST
SECRETARY OF STATE
STATE OF ARKANSAS

BY: SL



OF

FADED GLORY, LTD.
a New York Corporation

INTO

FADED GLORY ARKANSAS, INC.
An Arkansas Corporation

Pursuant to the provisions of the Arkansas Business Corporation Act (Act 958 of 1987)(Ark. Code Ann. § 4-27-1101, et. seq.), **Faded Glory Arkansas, Inc.**, an Arkansas corporation, and **Faded Glory, Ltd.**, a New York corporation, hereby adopt the following Articles of Merger for the purpose of merging Faded Glory, Ltd. into Faded Glory Arkansas, Inc. (the "Merger"):

1. The names of the undersigned corporations and the states under the law of which they are respectively organized are:

| <u>Name of Corporation</u> | <u>State</u> |
|----------------------------|--------------|
| Faded Glory Arkansas, Inc. | AR |
| Faded Glory, Ltd. | NY |

2. The laws of the state of Arkansas where Faded Glory Arkansas, Inc. is organized permit such Merger.

3. The laws of the state of New York where Faded Glory, Ltd. is organized permit such Merger.

4. Faded Glory Arkansas, Inc. shall be the corporation surviving the Merger (the "Surviving Corporation"). Each share of Faded Glory, Ltd. shall be exchanged for 1.2632 shares of the Surviving Corporation. The Surviving Corporation shall continue its corporate existence under, and be governed by, the laws of the state of Arkansas. The registered office of the Surviving Corporation is located at 425 West Capitol Avenue, Suite 1800, Little Rock, Arkansas 72201, and its registered agent at such address is Kala R. Dean.

5. The name of the Surviving Corporation shall be "Faded Glory Arkansas, Inc." The Surviving Corporation will be governed by the Articles of Incorporation and Bylaws of Faded Glory Arkansas, Inc.

CERTIFIED COPY

TRADEMARK

REEL: 001993 FRAME: 0553

DECLINED COPY

6. The Merger was approved by the directors and shareholders of the undersigned corporation, Faded Glory Arkansas, Inc., in the manner prescribed by the Arkansas Business Corporation Act (Act 958 of 1987), and was approved by the shareholders of the undersigned corporation, Faded Glory, Ltd., in the manner prescribed by the NY Bus. Corp. Law, to be effective as of the date of filing of these Articles of Merger.


7. As to each of the undersigned corporations, the total number of shares of stock outstanding are as follows:

| <u>Name of Corporation</u> | <u>Shares Outstanding</u> |
|----------------------------|---------------------------|
| Faded Glory Arkansas, Inc. | 100 |
| Faded Glory, Ltd. | 266 |

8. As to each of the undersigned corporations, the total number of shares of outstanding stock voted for and against the Merger, respectively, are as follows:


| <u>Name of Corporation</u> | <u>Voted For</u> | <u>Voted Against</u> |
|----------------------------|------------------|----------------------|
| Faded Glory Arkansas, Inc. | 100 | 0 |
| Faded Glory, Ltd. | 266 | 0 |

IN WITNESS WHEREOF, the undersigned have executed these Articles as of the 12th day of February, 1999.

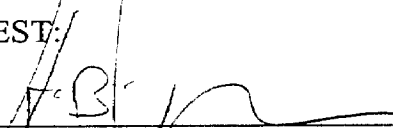
ATTEST:


 Charles Dayan, Secretary

FADED GLORY ARKANSAS, INC.
(An Arkansas corporation)


By 

 Abraham Ben-Dayan, President

ATTEST:


 Charles Dayan, Secretary

FADED GLORY, LTD.
(A New York corporation)

By 

 Abraham Ben-Dayan, President

CERTIFIED COPY

STATE OF NEW YORK
)ss.
COUNTY OF NEW YORK

ACKNOWLEDGMENT

On this day, before me, the undersigned, a Notary Public duly commissioned, qualified and acting, appeared in person the within named Abraham Ben-Dayan and Charles Dayan, (being the persons authorized by said corporation to execute such instrument, stating their capacities in that behalf), who stated that they were the President and Secretary, respectively, of FADED GLORY ARKANSAS, INC., an Arkansas corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 12TH day of February, 1999.

Barbara E. Markus
Notary Public

My Commission Expires:
MARCH 30 2001
(SEAL)

BARBARA E. MARKUS
Notary Public, State of New York
No. 31-2541675
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 2001

STATE OF NEW YORK
)ss.
COUNTY OF NEW YORK

ACKNOWLEDGMENT

On this day, before me, the undersigned, a Notary Public duly commissioned, qualified and acting, appeared in person the within named Abraham Ben-Dayan and Charles Dayan, (being the persons authorized by said corporation to execute such instrument, stating their capacities in that behalf), who stated that they were the President and Secretary, respectively, of FADED GLORY, LTD., a New York corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 12TH day of February, 1999.

Barbara E. Markus
Notary Public

My Commission Expires:
MARCH 30 2001
(SEAL)

BARBARA E. MARKUS
Notary Public, State of New York
No. 31-2541675
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 2001

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