

12-03-1999

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Submission Type

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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
 1/24/94

Change of Name *see attachment

Other Simultaneous Merger and Name Change

Conveying Party

Mark if additional names of conveying parties attached

Name The Connection Group, Inc. Execution Date
Month Day Year
 01 18 94

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Georgia

Receiving Party

Mark if additional names of receiving parties attached

Name L.A. T Sportswear, Inc.

DBA/AK/A/T/A

Composed of

Address (line 1) 1200 Airport Drive

Address (line 2)

Address (line 3) Canton GA 30114
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization Georgia

FOR OFFICE USE ONLY

12/02/1999 TTON11 00000175 1310E41

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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

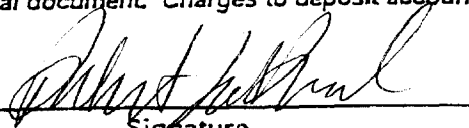
No

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.

Robert H.G. Lockwood

Name of Person Signing



Signature

11/19/99

Date Signed

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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SMITH, GAMBRELL & RUSSELL
ARTHUR JAY SCHWARTZ
3343 PEACHTREE RD, NE, STE 1800
ATLANTA, GEORGIA 30326

CERTIFICATE OF MERGER AND NAME CHANGE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Georgia Law certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:
S P Z, INC., a Georgia corporation

Changing its name to:
L.A. T SPORTSWEAR, INC.

Nonsurviving Entity/Entities:
THE CONNECTION GROUP, INC., a Georgia corporation



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

Max Cleland
MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey
VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

TRADEMARK
REEL: 001995 FRAME: 0030

**CERTIFICATE OF MERGER
OF
THE CONNECTION GROUP, INC.
INTO
S P Z, INC.**

The undersigned, duly authorized officer of S P Z, Inc., as surviving corporation of the merger, pursuant to Section 14-2-1105 of the Georgia Business Corporation Code, as amended, hereby executes the following Certificate of Merger:

I. Names of Corporations

The names of the corporations which are parties to the merger are The Connection Group, Inc. and S P Z, Inc., both corporations organized under the laws of Georgia. S P Z, Inc. is the surviving corporation of the merger.

II. Articles of Incorporation

The Articles of Incorporation of S P Z, Inc. shall be amended so as to read in their entirety, as follows:

**ARTICLES OF INCORPORATION
OF
L.A. T SPORTSWEAR, INC.**

I.

The name of the Corporation is L.A. T Sportswear, Inc.

II.

A. The authorized capital stock of the Corporation shall consist of: (i) twenty-five million (25,000,000) shares of voting common stock without par value; and (ii) five million (5,000,000) shares of preferred stock, the terms, conditions, rights and limitations of which shall be determined in accordance with Section B of this Article II.

B. The Board of Directors may determine the designation, par value, preferences, qualifications, voting rights and powers, limitations and relative rights of one or more series of preferred stock to be issued by the Corporation from time to time upon such terms as the Board of Directors may adopt and upon filing of an amendment to these Articles of Incorporation in

accordance with Section 14-2-602 of the Georgia Business Corporation Code, or any successor statute authorizing the issuance of preferred stock.

C. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting by written consent signed by persons who would be entitled to vote at a meeting of shareholders having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting of the shareholders at which all shareholders entitled to vote were present and voting, in accordance with Section 14-2-704 of the Georgia Business Corporation Code, or any successor statute.

III.

The street address of the registered office of the Corporation is 1200 Airport Road, Ball Ground, Georgia 30107, located in Cherokee County. The registered agent of the Corporation at such office is Isador E. Mitzner.

IV.

The mailing address of the principal office of the Corporation is 1200 Airport Road, Ball Ground, Georgia 30107.

V.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director; provided, however, that to the extent required by applicable law, this Article shall not eliminate or limit the liability of a director (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code, or (iv) for any transaction from which the director derived an improper personal benefit. If applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

VI.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this Article shall be deemed solely to grant discretionary

authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

VII.

The Corporation may, to the fullest extent permitted by applicable law as the same exists or may hereafter be in effect, indemnify its directors, officers, employees and agents as set forth in the Bylaws of the Corporation.

III. Agreement and Plan of Merger

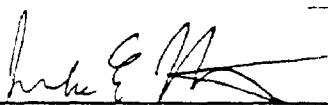
The executed Agreement and Plan of Merger of the corporations is on file at the principal office of S P Z, Inc., which is located at 1200 Airport Road, Ball Ground, Georgia 30107. A copy of the said Agreement and Plan of Merger will be furnished by S P Z, Inc., upon request and without cost, to any shareholder of any corporation that is a party to the merger.

IV. Approval of Plan

The Agreement and Plan of Merger described in Article III hereof has been duly approved by the shareholders of The Connection Group, Inc. and by the shareholders of S P Z, Inc., in accordance with the requirements of the Agreement and Plan of Merger and of applicable law.

IN WITNESS WHEREOF, S P Z, Inc. has caused this Certificate of Merger to be executed in its name by its duly authorized officer on the 15th day of January, 1994.

S P Z, INC.

By: 

Title: Chairman CEO

STATEMENT OF STATE
1994 JAN 24 11 09 AM
BSR (1)

ATTACHMENT

Please note that the attached document is a confirmation of the merger of The Connection Group, Inc. into S P Z, Inc., and the surviving entity was S P Z, Inc., which simultaneously changed its name to L.A. T Sportswear, Inc.