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06-09-2000

INATION

Atty. Docket: 1045.4-1-MRG



05/17/00

To the Honorable Commissioner of Patent

attached original documents or copy thereof.

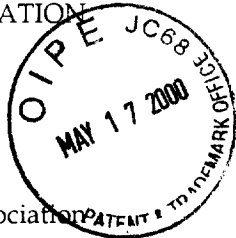
101376337

addresses of receiving party(ies):

1. Name of conveying party(ies):

DELTA CONSOLIDATED CORPORATION
(New York corporation)
3355 Breckinridge Blvd.
Suite 100
Duluth, GA 30096

DELTA APPAREL, INC.
(Georgia corporation)
3355 Breckinridge Blvd.
Suite 100
Duluth, GA 30096



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

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

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

3. Nature of conveyance:

CERTIFICATE OF MERGER OF DELTA CONSOLIDATED CORPORATION (NEW YORK CORPORATION) INTO DELTA APPAREL, INC. (GEORGIA CORPORATION) AS THE SURVIVING ENTITY

Execution Date: May 10, 2000

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

A. Trademark Application No.(s)

DELTA and Design (75-613,243)

B. Trademark Registration No.(s)

| | |
|-------------------------------|------------------------|
| DELTA EST. 1903 (2,294,154) | HEALTHKNIT (1,955,069) |
| WOODSIDE (1,990,387) | PROWEIGHT (1,463,625) |
| ROYAL FIRST CLASS (1,405,930) | SNEAKERS (1,144,290) |
| HEALTHKNIT (727,531) | HEALTHKNIT (644,790) |
| HEALTHKNIT (543,705) | |

06/07/2000 JSHABAZZ 00000128 75613243

01 FC:481
02 FC:482

40.00 OP
225.00 OP

Additional numbers attached? Yes No

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

Name: Fitzpatrick, Cella, Harper & Scinto
30 Rockefeller Plaza, 38th Floor
New York, NY 10112-3801

Telephone No.: (212) 218-2100
Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved:
10

7. Total fee (37 CFR 3.41): ... \$ 265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number for any deficiency: 06-1205
(Attach duplicate copy of this page if paying by deposit account):

DO NOT USE THIS SPACE

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.

Warren E. Olsen (Reg. No. 27,290)

Name of Person Signing

Signature

5/17/2000

Date

May 12, 2000

Total number of pages including cover sheet, attachments, and documents: 6

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REEL: 002084 FRAME: 0960

A:\ASSIGN-1-MRG.wpd

Secretary of State

Corporations Division

315 West Tower

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

DOCKET NUMBER : 001320092
CONTROL NUMBER : K950538
DATE INC/AUTH/FILED: 12/10/1999
JURISDICTION : GEORGIA
PRINT DATE : 05/11/2000
FORM NUMBER : 215

TROUTMAN SANDERS
JO ANN WALLACE
600 PEACHTREE ST, NE, STE 5200
ATLANTA, GA 30308

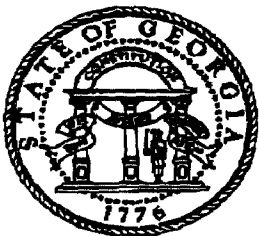
CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

DELTA APPAREL, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox
Secretary of State

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 001320099
CONTROL NUMBER : K950538
EFFECTIVE DATE : 05/10/2000
REFERENCE : 0077
PRINT DATE : 05/11/2000
FORM NUMBER : 411

TROUTMAN SANDERS
JO ANN WALLACE
600 PEACHTREE ST, NE, STE 5200
ATLANTA GA 30308

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated 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 the said filing.

Surviving Entity:

DELTA APPAREL, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

DELTA CONSOLIDATED CORPORATION, A NEW YORK CORPORATION




CATHY COX
SECRETARY OF STATE

001 320029

CERTIFICATE OF MERGER
of
DELTA CONSOLIDATED CORPORATION
a New York corporation,
with and into
DELTA APPAREL, INC.
a Georgia corporation

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code, DELTA APPAREL, INC., a Georgia corporation ("Delta Apparel"), hereby certifies in connection with the merger (the "Merger") of DELTA CONSOLIDATED CORPORATION, a New York corporation ("Delta Consolidated"), with and into Delta Apparel:

1. The name and state of incorporation of each corporation in the Merger is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|--------------------------------|-------------------------------|
| Delta Apparel, Inc. | Georgia |
| Delta Consolidated Corporation | New York |

2. The name of the surviving corporation (the "Surviving Corporation") in the Merger is "Delta Apparel, Inc."

3. The executed Plan and Agreement of Merger (the "Plan") is on file at the principal place of business of the Surviving Corporation, which is located at 3355 Breckenridge Blvd., Suite 100 Duluth, GA 30096.

4. A copy of the executed Plan will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of the Surviving Corporation or Delta Consolidated.

5. The Plan was duly approved and adopted by the sole shareholder of each of Delta Apparel and Delta Consolidated.

6. The effective date of this Certificate shall May 10, 2000.

IN WITNESS WHEREOF, the undersigned, as the Surviving Corporation in the Merger, has caused its duly authorized representative to execute this Certificate of Merger as of this 10th day of May, 2000.

DELTA APPAREL, INC.

By: Robert W. Hyshong

Title: President

SECRETARY OF STATE
MAY 10 12 53 PM '00

CERTIFICATE

TO: Secretary of State
Suite 315 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

Pursuant to Section 14-2-1105.1(a) of the Georgia Business Corporation Code (the "Code"), the undersigned hereby certifies, verifies and confirms that the request for publication of a notice of intent to file a certificate of merger and payment therefor have been made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code for the merger of DELTA CONSOLIDATED CORPORATION with and into DELTA APPAREL, INC.

This 10th day of May, 2000.

By: Ralph W. Hughes
Title: President