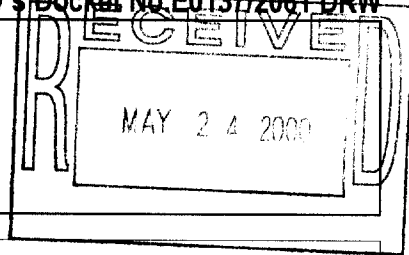


5-74-00

Attorney's Docket No. E0137/2061 DRW

RECORDATION FORM COVER SHEET



FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

06-13-2000



MERCE
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To the : Plc

101379633

ereof.

<p>1. Name of conveying party(ies): New Morn, Inc.</p> <p><input type="checkbox"/> individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: April 10, 2000</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: U.S. Mills, Inc. Street Address: 200 Reservoir Street Needham, MA 02194</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Massachusetts</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 2,024,600; 1,470,855; 1,459,416; 1,427,655; 1,286,245</p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Douglas R. Wolf Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [5]</p> <p>7. Total fee (37 CFR 3.41).....\$ \$140.00 <input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account The Commissioner is authorized to charge:</p> <p>8. Deposit Account No: 23/2825</p>
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06/13/2000 DNEUYEN 00000034 2024600

01 FC481 40.00 OP
02 FC482 100.00 OP

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.

Douglas R. Wolf *Douglas R. Wolf* May 22, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [5]

Mail documents to be recorded with required cover sheet information to:
Box Assignment, , Washington, DC 20231

457575.1-E0137/4000

TRADEMARK
REEL: 002085 FRAME: 0889

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

081
052

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 78)

*Consolidation / *merger of

(M) New Morn Inc. _____

and _____

(S) U.S. Mills, Inc. _____

the constituent corporations, into

(S) U.S. Mills, Inc. _____

*a new corporation / *one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of *consolidation / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by Subsection (d) thereof. The *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
2. The effective date of the *consolidation / *merger determined pursuant to the agreement of *consolidation / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

C
P
M
R.A.

4

*Delete the inapplicable word

**If there are no provisions state "None".

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(M) 8/3/78 N.C.

(S) 12/11/87 NU

~~Section 2031(a)~~

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

** If there are no provisions state "None"

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation in Massachusetts is: (post office boxes are not acceptable)

200 Reservoir St., Needham, MA 02194

(b) The name, residential address, and post office address of each director and officer of the *resulting / *surviving corporation is:

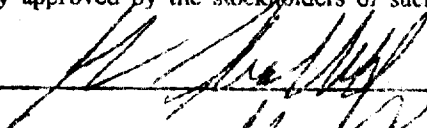
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Charles T. Verde	69 Standish Cr., Wellesley, MA	
Treasurer:	Charles T. Verde	69 Standish Cr., Wellesley, MA	
Clerk:	Lynnette C. Fallon	39 Goodhue St., S. Hamilton, MA	
Directors:	Charles T. Verde	69 Standish Cr., Wellesley, MA	
	Steven J. Roth	192 East Emerson Rd., Lexington, MA	
	Cynthia C. Davis	11 Tennyson Rd., Wellesley, MA	

(c) The fiscal year (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:
December

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

N/A


The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~consolidation~~ / *merger has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.

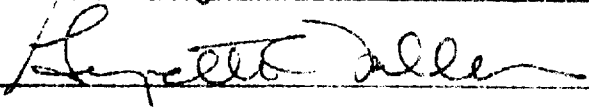

_____, *President / *Vice-President


_____, *Clerk / *Assistant Clerk

of New Morn Inc.

(Name of constituent corporation)


_____, *President / *Vice-President


_____, *Clerk / *Assistant Clerk

of U.S. Mills, Inc.

(Name of constituent corporation)

*Delete the inapplicable words

000 60 87

THE COMMONWEALTH OF MASSACHUSETTS
ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 78)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250 having been paid,
said articles are deemed to have been filed with me this 10th
day of April 2000

Effective date: _____

SECRETARY OF THE
COMMONWEALTH
CORPORATION DIVISION
09 APR 10 PM 02L

William Francis Galvin
WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 5/17/00 CLERK W

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Cynthia A. Hunt, Legal Asst. Coordinator
Palmer & Dodge LLP
One Beacon St., Boston, MA 02108
Telephone: (617) 573-0193

TRADEMARK