

07/03/00

08-01-2000

SHEET



TO THE ASSISTANT COMMISSIONER FC

101419545

THE ORIGINAL DOCUMENTS OR COPY THEREOF

1. Name of conveying party(ies):

Tex Style Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Ohio
 Other _____
Additional name(s) of conveying party(ies) attached? yes no

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

Name: TEXSTYLE, INC.
Internal Address: _____
Street Address: 5555 Murray Avenue, Suite A
City: Cincinnati State: Ohio Zip: 45227
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Kentucky
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? yes no

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: December 9, 1995

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):



1,371,353
1,823,765
1,999,993

07-03-2000

U.S. Patent & TMO/TM Mail Rpt Dt: #01

Additional numbers attached? yes no

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

Name: Patricia B. Hogan
Internal Address: Keating, Muething & Klekamp, P.L.L.
Street Address: 1400 Provident Tower, One E. 4th Street
City: Cincinnati State: Ohio Zip: 45202

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attached duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

01 FC: 81 40.00 OP
02 FC: 82 50.00 OP

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.

Patricia B. Hogan
Name of Person Signing

Patricia B. Hogan
Signature

June 28, 2000
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: _____

**ARTICLES OF MERGER
OF
TEXSTYLE, INC.
AND
TEX STYLE OF KENTUCKY, INC.**

RECEIVED & FILED
Ch 600
Dec 22 3 40 PM '95

BOB BAGGAGE
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY *[Signature]*

The undersigned, the Executive Vice President and the Secretary of TEXSTYLE, INC., an Ohio corporation with its principal office in Cincinnati, Ohio, and the Executive Vice President and the Assistant Secretary of Tex Style of Kentucky, Inc., a Kentucky corporation with its principal office in Manchester, Kentucky, do hereby certify that attached hereto, as Exhibit A, is an executed copy of the Agreement and Plan of Merger adopted by each of such corporations in the manner set forth below.

1. The undersigned, the Executive Vice President and the Secretary of TEXSTYLE, INC., one of the corporations which executed the attached Agreement and Plan of Merger, hereby certify that such Agreement and Plan of Merger was duly approved and authorized (i) by the Board of Directors of the corporation by unanimous written consent, dated as of December 9, 1995, and (ii) by the unanimous written consent of the holders of all of the shares, and each class of shares, of the corporation, dated as of December 9, 1995.

2. The undersigned, the Executive Vice President and the Assistant Secretary of Tex Style of Kentucky, Inc., one of the corporations which executed the attached Agreement and Plan of Merger, hereby certify that such Agreement and Plan of Merger was duly approved and authorized by (i) the Board of Directors of the corporation by unanimous written consent, dated as of December 9, 1995; and (ii) by the sole shareholder by unanimous written consent, dated as of December 9, 1995, as more fully set forth in Paragraph 3, below.

3. The undersigned, the Executive Vice President and the Assistant Secretary of Tex Style of Kentucky, Inc., hereby certify that the number of shares entitled to be cast by the shareholder of Tex Style of Kentucky, Inc. is One Hundred (100) common shares. The total number of votes cast for and against the proposal to adopt the Agreement and Plan of Merger is as follows:

- (a) Designation of voting group: Common Shares
- (b) Number of votes of voting group cast for proposal to adopt Agreement and Plan of Merger: One Hundred (100)
- (c) Number of votes of voting group cast against proposal to adopt Agreement and Plan of Merger: None.

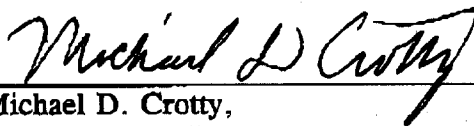
4. The undersigned, the Executive Vice President and the Secretary of TEXSTYLE, INC., hereby certify that the number of shares entitled to be cast by the shareholders of Tex Style of Kentucky, Inc. is 212 Class A common shares, 643.76 Class B common shares, and 100 Class C common shares. The total number of votes cast for and against the proposal to adopt the Agreement and Plan of Merger is as follows:

- (a) Designation of voting group: Class A common shares
 - (1) Number of votes of voting group cast for proposal to adopt Agreement and Plan of Merger: 212
 - (2) Number of votes of voting group cast against proposal to adopt Agreement and Plan of Merger: None
- (b) Designation of voting group: Class B common shares
 - (1) Number of votes of voting group cast for proposal to adopt Agreement and Plan of Merger: 643.76
 - (2) Number of votes of voting group cast against proposal to adopt Agreement and Plan of Merger: None
- (c) Designation of voting group: Class C common shares
 - (1) Number of votes of voting group cast for proposal to adopt Agreement and Plan of Merger: 100
 - (2) Number of votes of voting group cast against proposal to adopt Agreement and Plan of Merger: None

The said number of votes cast for the aforesaid proposal to adopt the Agreement and Plan of Merger was sufficient for the approval thereof by the said voting group.

Dated: December 9, 1995

TEXSTYLE, INC.

By 
Michael D. Crotty,
Executive Vice President

By Robert C. Goodpaster
Robert C. Goodpaster, Secretary

Tex Style of Kentucky, Inc.

By Michael D. Crotty
Michael D. Crotty,
Executive Vice President

By Robert E. Goodpaster
Robert E. Goodpaster, Assistant Secretary

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AGREEMENT AND PLAN OF MERGER

TEXSTYLE, INC., an Ohio corporation, and Tex Style of Kentucky, Inc., a Kentucky corporation (the "surviving corporation"), both of which are collectively referred to as the "constituent corporations," hereby agree as follows:

1. TEXSTYLE, INC. is a corporation duly organized and existing under the laws of the State of Ohio, having been incorporated on December 4, 1945, and having an authorized capital of 2,100 common shares without par value, of which 400 are Class A common shares, 212 of which are issued and outstanding, and 8 of which are treasury shares; 1,600 are Class B common shares, 643.76 of which are issued and outstanding, and 156.24 of which are treasury shares; and 100 are Class C common shares, all of which are issued and outstanding. All issued and outstanding shares shall remain issued and outstanding.

2. Tex Style of Kentucky, Inc. is a corporation duly organized and existing under the laws of the State of Kentucky, having been incorporated on February 19, 1991 and having an authorized capital of 1,000 common shares, without par value, of which 100 are issued and outstanding.

3. The boards of directors of the constituent corporations deem it advisable that these corporations merge and have duly approved and authorized the form of this Agreement of Merger.

4. The shareholders of each of the constituent corporations deem it advisable that these corporations merge and have duly approved and authorized the form of the Agreement and Plan of Merger.

5. TEXSTYLE, INC. shall be merged into Tex Style of Kentucky, Inc., which shall be the surviving corporation.

6. The name of the surviving corporation shall be "TEXSTYLE, INC."
7. The surviving corporation shall be governed by the laws of the State of Kentucky.
8. The principal office of the surviving corporation in the State of Ohio will be located at 5555 Murray Ave., Suite A, in the City of Cincinnati, Hamilton County.
9. The number of shares which the surviving corporation shall be authorized to have outstanding is 2,100 common shares without par value, 400 of which shall be Class A common shares, 1,600 of which shall be Class B common shares, and 100 of which shall be Class C common shares.
10. The directors of the surviving corporation shall continue as such until the next annual meeting of the shareholders of the surviving corporation and until their respective successors are elected and qualified.
11. The name and address of the statutory agent of the surviving corporation upon whom any process, notice or demand against either constituent corporation or the surviving corporation may be served shall be William E. Edmonds, 1425 Moriah Road, London, Kentucky 40741.
12. The surviving corporation consents to be sued and served with process in the State of Ohio and irrevocably appoints the Secretary of State of Ohio as its agent to accept service of process in any proceeding in Ohio to enforce against the surviving corporation any obligation of TEXSTYLE, INC. or to enforce the rights of a dissenting shareholder of TEXSTYLE, INC.
13. It is desired that the surviving corporation shall transact business in Ohio as a foreign corporation. The name and address of the statutory agent of the surviving corporation in Ohio upon whom any process, notice or demand against either constituent corporation or the

surviving corporation may be served shall be Dennis J. Barron, 2500 PNC Bank Center, 201 East Fifth Street, Cincinnati, Ohio 45202.

14. The terms of the merger, the mode of carrying them into effect and the manner and basis of making distributions to shareholders of the constituent corporations in extinguishment of or in substitution for their shares shall be as follows upon the merger becoming effective:

(a) All shares of TEXSTYLE, INC., an Ohio corporation, shall be deemed to have been cancelled and shall thereafter be of no force or effect; all property and rights, real and personal, tangible and intangible, of said TEXSTYLE, INC., including its corporate name, shall be transferred to and vested in the surviving corporation by operation of law without further act or deed; and the surviving corporation shall possess all the rights, privileges, powers and franchises of said TEXSTYLE, INC.

(b) As a result of the merger, the surviving corporation shall have an authorized capital of 2,100 common shares without par value, of which 400 are Class A common shares, 212 of which shall be issued and outstanding; 1,600 are Class B common shares, 643.76 of which shall be issued and outstanding; and 100 are Class C common shares, all of which are issued and outstanding. Each outstanding Class A, Class B and Class C common share of TEXSTYLE, INC. shall be converted into one outstanding Class A, Class B or Class C common share, respectively, of the surviving corporation.

15. The present Regulations of Tex Style of Kentucky, Inc. shall on the effective date of the merger be the Regulations of the surviving corporation until amended or repealed according to the terms thereof.

16. The Amended and Restated Articles of Incorporation of the surviving corporation shall be as set forth in Exhibit Z attached hereto and incorporated herein.

17. At any time prior to filing the Certificate and Articles of Merger, the merger may be abandoned by the board of directors of either constituent corporation in the manner determined by said board of directors.

18. This Agreement of Merger shall become effective at the close of business on December 31, 1995.

Signed at Cincinnati, Ohio as of the 27th day of December, 1995.

TEXSTYLE, INC.

By: Michael D Crotty
Michael D. Crotty,
Executive Vice President

By: Robert E Goodpaster
Robert E. Goodpaster, Secretary

Tex Style of Kentucky, Inc.

By: Michael D Crotty
Michael D. Crotty,
Executive Vice President

By: Robert E Goodpaster
Robert E. Goodpaster, Assistant Secretary

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TEXSTYLE, INC.**

ARTICLE I

Name

The name of the Corporation is TEXSTYLE, INC.

ARTICLE II

Registered Office and Resident Agent

The registered office of the Corporation in the Commonwealth of Kentucky is 1425 Moriah Road, London, Kentucky 40741.

The registered agent at the same address is William E. Edmonds.

ARTICLE III

Principal Office

The mailing address of the principal office of the Corporation is 5555 Murray Avenue, Suite A, Cincinnati, Ohio 45227.

ARTICLE IV

Shares

The total number of shares which the corporation is authorized to have outstanding is 2,100, of which 400 shall be Class A Common Shares, without par value, 1,600 shall be Class B Common Shares, without par value, and 100 shares shall be Class C Common Shares, without par value. The express terms of the shares of each such class are as follows:

- A. Each holder of Class A Common Shares shall have full voting rights and shall be entitled to one vote per share on each matter properly submitted to the shareholders for their vote, consent, waiver, release, or other action. No holder of Class A Common Shares shall have, as such holder, any preemptive rights.
- B. No holder of Class B Common Shares shall have, as such holder, any voting rights or any preemptive rights. No holder of Class C Common Shares shall have, as such holder, any voting rights or preemptive rights.
- C. Dividends may be paid in respect of the shares of each class at such times and in such amounts, which may differ among the classes, as the board of directors shall determine, except that at any time when dividends are paid upon Class A Common Shares or Class B Common Shares, each Class C Common Share shall be entitled to receive at the time of such payment a dividend in an amount at least equal to the amount of the dividend paid with respect to any Class A Common Share or Class B Common Share.
- D. In all other respects, including the rights to dividends or distributions paid other than in cash and rights upon liquidation, the rights and privileges of holders of Class A Common Shares, Class B Common Shares and Class C Common Shares shall be identical.

ARTICLE V

Corporation's Acquisition of Its Own Shares

The corporation, by action of its board of directors and without action by its shareholders, may purchase its own shares of any class from time to time for the purposes and to the extent permitted by law.

ARTICLE VI**Restrictions on Transfer**

In order to prevent the Class A Common Shares, the Class B Common Shares, or the Class C Common Shares (the "Shares") from being transferred to third parties who are not children of Wayne E. Crotty or members of the families of such children, the transfer of the Shares is restricted as hereinafter set forth. The holders of the Shares, or any of them, shall not sell, assign, convey or otherwise transfer (except by descent or devise to a person who is a lineal descendant of Wayne E. Crotty) any of the Shares without first submitting to the following persons, and in the order listed, a written offer to sell such Shares, at the identical price and upon the same other terms and conditions at which such holder proposes to sell, assign, convey or transfer such Shares to a third party: (1) the corporation, (2) Wayne E. Crotty, and (3) the other holders of Shares on a pro rata basis. The offeror shall send the offer to the offeree first listed above, and upon the expiration of thirty (30) days from the date of receipt of such offer without notice of election to purchase all the Shares offered, the offeror shall send successive notices to the successive offerees until all of the shares have been purchased by the offerees or their rights to purchase have expired. An offeree shall have thirty (30) days from the date of receipt of such offer to elect to purchase all or any portion of such Shares upon the terms and conditions set forth in such offer, and if the offeree elects to purchase all or any portion of such Shares, he shall notify the offeror in writing. If the successive offerees do not elect to purchase all of such Shares, the offeror may sell the remaining Shares at any time during the sixty (60) day period immediately following the thirty (30) day period during which the last successive offeree has the right to purchase; provided, however, the sale by the offeror to a third party shall be made for the same price per share and other terms and conditions as were stated in the written offer.

Notice of the restrictions set forth herein shall be given in each Share certificate of the Corporation in a manner which conforms to applicable law.

The restrictions contained in this Article VI shall not apply to Wayne E. Crotty or any Shares owned or held by him.

ARTICLE VII

Incorporator

The name and address of the Incorporator is Thomas P. Mehnert, 2500 PNC Center, 201 East Fifth Street, Cincinnati, Ohio 45202.

ARTICLE VIII

Limitation of Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for a breach of his or her duties as a director except for liability:

- (a) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation or its shareholders;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;
- (c) for distributions made in violation of the Kentucky Business Corporation Act; or
- (d) for any transaction from which the director derives an improper personal benefit.

If the Kentucky Business Corporation Act is amended, modified or supplemented or any other statutory provision is adopted, in either case to eliminate or to further limit the personal liability of the directors, then the liability of a director of the Corporation shall be eliminated or further limited to the fullest extent permitted by the Kentucky Business Corporation Act, as so amended, or the statutory provision as so adopted. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

Indemnification

A. Right to Indemnification. Each person who was or is made or threatened to be made a party to, or is otherwise involved in, any pending, threatened or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she or a person for whom he or she is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Kentucky Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto).

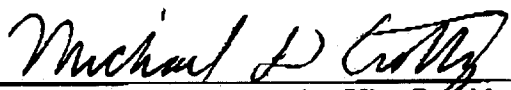
B. Additional Persons Entitled to Indemnification. Nothing herein contained precludes indemnification at the discretion of the board of directors of (i) any person who, by virtue of the capacity in which such person is acting, may not be entitled to mandatory indemnification pursuant to paragraph A above, or (ii) any person who is entitled to indemnification under, and in such event to the extent permitted by, Section S 271B.8-500 through 271B.8-580 of the Kentucky Business Corporation Act.

C. Right of Indemnitee to Bring Suit. The rights to indemnification and to the advancement of expenses conferred in paragraph A of this Article shall be contract rights. If a claim under paragraph A of this Article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim.

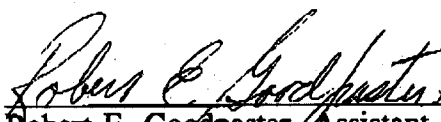
D. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Kentucky Business Corporation Act.

These Amended Articles of Incorporation supersede the existing Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned officers, acting for and on behalf of the Corporation, have subscribed their names as of the 9th day of December, 1995.



Michael D. Crotty, Executive Vice President

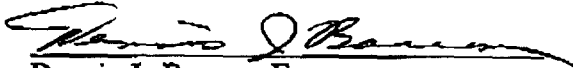


Robert E. Goodpaster, Assistant Secretary

JUN.23.2000 2:42PM ROBBINS KELLY

NO.259 P.8

This instrument was prepared by:



Dennis J. Barron, Esq.
FROST & JACOBS
2500 PNC Center
201 East Fifth Street
Cincinnati, Ohio 45202
(513) 651-6800

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IN THE NAME AND BY THE AUTHORITY OF THE

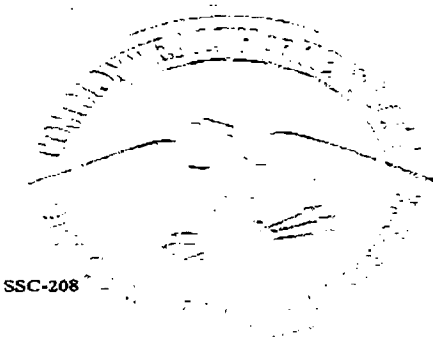


JOHN Y. BROWN III
SECRETARY OF STATE

CERTIFICATE

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of **ARTICLES OF MERGER OF**

TEXSTYLE, INC. (AN OHIO CORP. N.Q.) INTO TEX STYLE OF KENTUCKY, INC. (A KENTUCKY CORPORATION) FILED DECEMBER 22, 1995, EFFECTIVE DECEMBER 31, 1995.



SSC-208

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

Done at Frankfort this 11TH day of MARCH, 19 96

John Y. Brown III
Secretary of State, Commonwealth of Kentucky

PMM