

08-22-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101438572

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

MRD 7:24.00

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
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
11 3 92

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
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

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40.00 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. 20503

REEL: 002123 FRAME: 0357

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)

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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

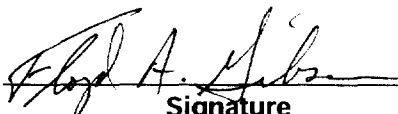
No

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.

Floyd A. Gibson

Name of Person Signing



Signature

July 19, 2000

Date Signed

ADDITIONAL CONVEYING PARTY:

Name: Willcox & Gibbs Regal of Delaware, Inc.
(Delaware corporation)

STATE OF NORTH CAROLINA



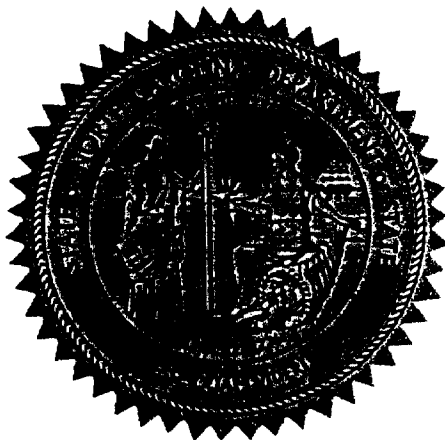
Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER
OF
REGAL MANUFACTURING COMPANY**

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 14th day of June, 2000.

Elaine F. Marshall

Secretary of State

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FILED

9:00 AM

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State of North Carolina

Department of the Secretary of State

RUFUS L EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF MERGER

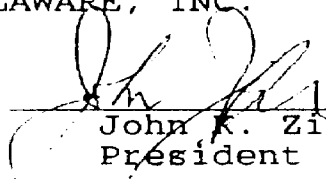
Pursuant to § 55-11-05 of the General Statutes of North Carolina, the undersigned corporation as the surviving corporation in a merger hereby submits the following Articles of Merger.

1. The name of the surviving corporation is Willcox & Gibbs Regal of Delaware, Inc., a corporation organized under the laws of Delaware (and after giving effect to such merger such surviving corporation will change its name pursuant to the laws of the State of Delaware to Regal Manufacturing Company, Inc.); the name of the merged corporation is Regal Manufacturing Company, a corporation organized under the laws of North Carolina.
2. Attached is a copy of the Plan of Merger that was duly adopted in the manner prescribed by law by the board of directors of Willcox & Gibbs Regal of Delaware, Inc.
3. With respect to the surviving corporation, shareholder approval was not required for the merger.
4. With respect to the merged corporation, shareholder approval was not required for the merger.
5. These articles will be effective at 9:00 A.M. Eastern Standard Time on November 5, 1992.

This the 2nd day of November, 1992

WILLCOX & GIBBS REGAL OF
DELAWARE, INC.

By:



John K. Ziegler
President

Plan of Merger

1. Regal Manufacturing Company, a North Carolina corporation ("Regal"), all of the capital stock of which is owned by Willcox & Gibbs Regal of Delaware, Inc. (the "Corporation"), shall be merged with and into the Corporation, by which action the separate corporate existence of Regal shall cease and the Corporation shall be the surviving corporation and shall succeed to the ownership of all of the assets and assume all of the obligations of Regal (the "Merger").

2. Upon the effectiveness of the Merger, each outstanding share of capital stock of Regal shall be cancelled and cease to exist without any payment with respect thereto.

3. Upon the effectiveness of the Merger, each outstanding share of common stock of the Corporation shall remain outstanding as a share of the surviving corporation.

4. The Certificate of Incorporation, By-laws, directors and officers of the Corporation immediately prior to the effectiveness of the Merger shall continue as such for the surviving corporation, except that, upon effectiveness of the Merger, Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

FIRST: The name of the corporation is Regal Manufacturing Company, Inc.

5. At any time prior to the effectiveness of the Certificate of Ownership and Merger filed with the Secretary of State of Delaware relating to the Merger, the Board of Directors of the Corporation may rescind these resolutions and determine not to effect the Merger.

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** TOTAL PAGE.002 **