

09-21-2000



101464689

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 8.30.00

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
3 24 00

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
3 24 00

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

09/18/2000 DNGUYEN 00000914 75544917

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
350.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Project 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002143 FRAME: 0270

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)

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

Credit Card Payment

(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.

Milton Wolson

Milton Wolson

8/28/00

Name of Person Signing

Signature

Date Signed

ADDITIONAL REGISTRATION NUMBERS

1,758,466

1,919,870

1,376,007

State of Delaware
Office of the Secretary of State

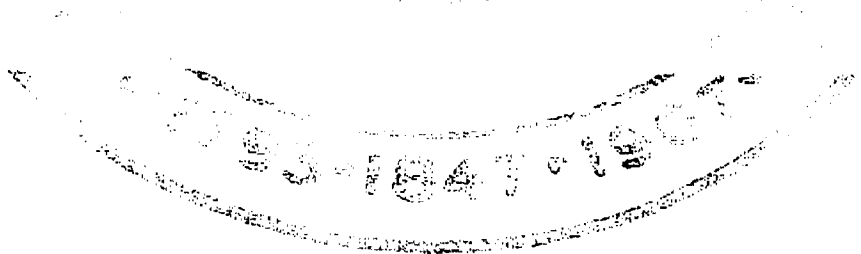
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GEORGIA BOOT INC.", A DELAWARE CORPORATION,

WITH AND INTO "GEORGIA BOOT LLC" UNDER THE NAME OF "GEORGIA BOOT LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MARCH, A.D. 2000, AT 9:15 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3182983 8100M

001149397

AUTHENTICATION: 0336356

DATE: 03-24-00

TRADEMARK
REEL: 002143 FRAME: 0273

CERTIFICATE OF MERGER

MERGING

GEORGIA BOOT INC.

INTO

GEORGIA BOOT LLC

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, Georgia Boot LLC, a Delaware limited liability company, does hereby certify that:

FIRST: The name and jurisdiction of formation or organization of each of the domestic limited liability companies and other business entities which are to merge (the "Constituent Entities") are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Georgia Boot Inc.	Delaware
Georgia Boot LLC	Delaware

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the provisions of subsection (c) of Section 264 of the General Corporation Law of the State of Delaware and subsection (b) of Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving limited liability company of the merger is Georgia Boot LLC and shall continue its existence as said limited liability company under the name of "Georgia Boot LLC" upon the effective date and time of said merger pursuant to the provisions of the Delaware Limited Liability Company Act.

FOURTH: The effective date and time of the merger shall be the time of the filing of this Certificate of Merger with the Office of the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving domestic limited liability company, the address of which is 1810 Columbia Avenue, Franklin, TN 37064.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving domestic limited liability company, on-request and without cost, to any member of, or any person holding an interest in, either of the Constituent Entities.

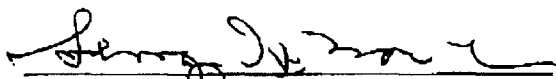
[Signature on following page]

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed
as of this 24 day of March 2000.

GEORGIA BOOT LLC

By: EJ FOOTWEAR LLC, its sole
member

By: JUSI HOLDINGS, INC., its sole
member

By: 
Name: George H. MacLean
Title: Vice President