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8/21/00 REGISTRATION TRADEM

11-20-2000

DEPARTMENT OF COMMERCE Patent and Trademark Office

U.S. Patent & TMO's/TM Mail Rpt Dt. #57

Commissioner of Patents and Trademark



or copy thereof.

101521807

1. Name of conveying part(ies):

Royal Oak Sales, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Tennessee
- Other:

Name: GW, Inc.

Street Address: 1 Royal Oak Avenue Roswell, Georgia 30076

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached

YES NO

(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: September 29, 1999

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

A. Trademark application No.(s)

B. Trademark Registration No.(s)

1,610,354

Additional numbers attached? [] Yes [X] No

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

George M. Thomas
Thomas, Kayden, Horstemeyer & Risley, L.L.P.
100 Galleria Parkway, Suite 1750
Atlanta, Georgia 30339

6. Total number of applications/registrations involved: [1]

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account
- Charge Credit Card: Visa No.: 4476-1900-0036-5102

8. Deposit Account Number:

20-0778
(Attach duplicate copy of this page if paying by Deposit Account)

(11/17/2000 AHMED1 00000088 1610354
01 FC:481 40.00 DP)

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.

George M. Thomas

Typed Name

George M. Thomas
Signature

Aug 21, 2000
Date

Docket #: 11325-3250

Total number of pages including cover sheet, attachments, and document: [7]

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK

REEL: 002178 FRAME: 0910

FILED

1999 SEP 30 11:10:44
SECRETARY OF STATE

ARTICLES OF MERGER

ROYAL OAK SALES, INC.
a Tennessee Corporation

and

GW, INC.,
a Delaware Corporation

Pursuant to the Official Code of Tennessee Annotated Sections 48-21-102 and 48-21-107, the Corporations named above hereby adopt these Articles of Merger.

NAME

The name of the surviving corporation is GW, INC., a Delaware corporation.

PLAN OF MERGER

The Corporations named above have agreed to merge in accordance with the provisions of the Agreement and Plan of Merger, dated the 29th day of September, 1999, attached hereto and incorporated herein by reference.

DIRECTOR AND SHAREHOLDER APPROVAL

The approval of the shareholders of ROYAL OAK SALES, INC. was not required for the merger to be approved. The Board of Directors of ROYAL OAK SALES, INC. adopted the plan of merger set forth in these Articles of Merger on September 29, 1999. The plan of merger and the performance of its terms have been duly authorized by all action required by the laws under which GW, INC. was organized and by its Certificate of Incorporation.

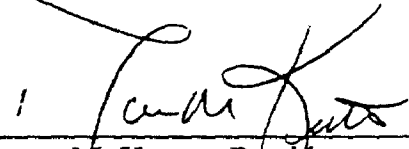


These Articles of Merger, executed this 29th day of September, 1999, by the undersigned surviving corporation, to be effective as of 11:59 p.m. on the 30th day of September, 1999.

SURVIVING CORPORATION

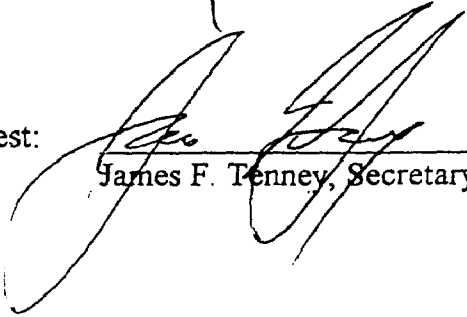
GW, INC.,
a Delaware corporation

By:



Daren M. Keeter, President

Attest:



James F. Tenney, Secretary

AGREEMENT AND PLAN OF MERGER
09 SEP 09 11:13:44
BY AND BETWEEN
SECRETARY OF STATE
ROYAL OAK SALES, INC.

AND
GW, INC.

THIS AGREEMENT is made as of the 29th day of September, 1999, by and between ROYAL OAK SALES, INC., a Tennessee corporation, and GW, INC., a Delaware corporation, said corporations being sometimes hereinafter referred to as the "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that ROYAL OAK SALES, INC. ("the Disappearing Corporation") be merged into GW, INC. ("the Surviving Corporation") under the laws of the State of Delaware in the manner provided therefor pursuant to the Delaware General Corporation Law;

WHEREAS, the constituent corporations desire to adopt a plan of reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended; and

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

NAME OF MERGED CORPORATION

2. The name of the Surviving Corporation shall be GW, INC.

PLACE OF OFFICE OF SURVIVING CORPORATION

3. The place in Georgia where the principal office of the Surviving Corporation is to be located is 1 Royal Oak Avenue, Roswell, Georgia 30076.

MODE OF EFFECTING MERGER

4. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

Each shareholder of the Disappearing Corporation shall surrender his certificate or certificates to the Surviving Corporation on or before September 30, 1999. Upon surrender to the Surviving Corporation of the respective certificates for outstanding shares of Class A Common Stock of the Disappearing Corporation, there shall be issued to the respective holders, in substitution thereof, certificates for fully paid and nonassessable shares of Common Stock of the Surviving Corporation, in the ratio of one (1) share of Common Stock of the Surviving Corporation for each one (1) share of the issued and outstanding shares of Class A Common Stock of the Disappearing Corporation. Upon surrender to the Surviving Corporation of the respective certificates for outstanding shares of Class B Common Stock of the Disappearing

Corporation, there shall be issued to the respective holders, in substitution thereof, certificates for fully paid and nonassessable shares of Common Stock of the Surviving Corporation, in the ratio of one (1) share of Common Stock of the Surviving Corporation for each one (1) share of the issued and outstanding shares of Class B Common Stock of the Disappearing Corporation.

ARTICLES OF INCORPORATION

5. The Articles of Incorporation of the Surviving Corporation as herein amended shall continue to be the Articles of the Surviving Corporation, until amended as provided by law.

BYLAWS

6. The Bylaws of GW, INC. shall be the Bylaws of the Surviving Corporation.

EFFECTIVE DATE OF AGREEMENT

7. This Agreement shall become effective at 11:59 p.m. on the 30th day of September, 1999. The term "effective date", wherever used in this Agreement, shall mean the effective date herein described.

DIRECTORS' RIGHT TO ABANDON MERGER

8. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Secretary of State.

EXECUTION

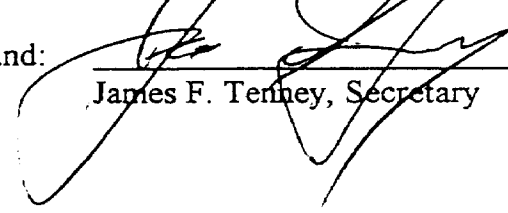
IN WITNESS WHEREOF, the Constituent Corporations have caused their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of the Constituent Corporations.

ROYAL OAK SALES, INC.

By:

1 
Daren M. Keeter, Chief Executive Officer

and:


James F. Tenney, Secretary

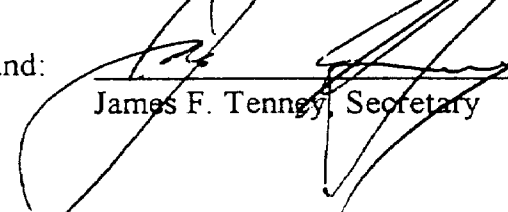
Corporate Seal

GW, INC.

By:

1 
Daren M. Keeter, President

and:


James F. Tenney, Secretary

Corporate Seal