

03-15-2001

Form PTO-1504

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SHEET

U.S. DEPARTMENT OF COMMERCE

LY

Patent and Trademark Office

To the Honorable Commissio

101637149

rd the attached original documents or copy hereof.

1. Name of conveying party(ies):  
**K & G Men's Center, Inc.**

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State **Georgia**  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies)  
attached  Yes  No

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: **January 26, 2000**

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

Name: **K & G Men's Center, Inc.**  
Address: **1225 Chattahoochee Avenue, N.W.**  
**Atlanta, Georgia 30318**  
**United States of America**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **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) & addresses attached?

Yes  No

A. Trademark Application No.(s)

**75/705,978 (K & G)**  
**75/698,718 (GERALD AUSTIN)**

B. Trademark Registration No.(s).

**2,380,322 (FRANCO ROSSI)**  
**2,329,603 (K & G)**  
**2,329,661(K & G Stylized)**

Additional Numbers attached?  Yes  No

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

Name: **Mark N. Mutterperl**  
Internal Address: **Fulbright & Jaworski L.L.P.**  
Street Address: **666 Fifth Avenue**  
City: **New York** State: **NY** Zip: **10103**

6. Total number of applications and registration  
involved: ..... **5**

7. Total fee (37 CFR 3.41) ..... \$ **140.00**

Enclosed  
 Authorized to be charged to deposit account  
**(Only if total fee is not sufficient)**

8. Deposit account number:

[NUMBER] **50.0624**

(Attach duplicate copy of this page if paying by deposit account)

RECEIVED  
2001 MAR 15  
ASSIGNMENT  
DIVISION

03/15/2001 10:45:00 AM 75705978  
01 FD:1461 30.00 OF  
02 FD:1462 100.00 OF

DO NOT USE THIS SPACE

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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.

**Mark N. Mutterperl**  
Name of Person Signing

Signature

**March 13, 2001**  
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

## Office of the Secretary of State

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:

"K & G MEN'S CENTER, INC.", A GEORGIA CORPORATION,  
WITH AND INTO "K&G MEN'S CENTER, INC." UNDER THE NAME OF  
"K&G MEN'S CENTER, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2000, AT  
3:30 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF  
JANUARY, A.D. 2000.

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



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001039512

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0218098  
DATE: 01-26-00

TRADEMARK  
REEL: 002252 FRAME: 0037

# CERTIFICATE OF MERGER

Pursuant to the provisions of Section 252(c) of the Delaware General Corporation Law (the 'DGCL'), the undersigned corporation submits the following Certificate of Merger for the purpose of effecting a merger under the DGCL:

1. The name and state of incorporation of each of the constituent corporations is as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
K&G Men's Center, Inc.	Delaware
K & G Men's Center, Inc.	Georgia

2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL.

3. The name of the surviving corporation is K&G Men's Center, Inc., a Delaware corporation.

4. The Certificate of Incorporation of the surviving corporation shall be its certificate of incorporation.

5. The executed agreement and plan of merger is on file at the principal place of business of the surviving corporation, located at 1225 Chattahoochee Avenue, N.W., Atlanta, Georgia 30318.

6. A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of each constituent corporation which is not a corporation of this State is as follows:

<u>Name of Corporation</u>	<u>Designation of Class</u>	<u>No. of Authorized Shares</u>	<u>Par Value</u>
K & G Men's Center, Inc.	Common Stock	10,000	\$0.01

8. The merger shall become effective at 11:59 p.m., Central Standard Time, on January 29, 2000.

Dated the 26<sup>th</sup> day of January, 2000.

**SURVIVING CORPORATION:**

**K&G MEN'S CENTER, INC.**  
a Delaware corporation

By: 

Name: Gary G. Ckudre

Title: Chief Accounting Officer