

03-27-2001



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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
- 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
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

74586111

- 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 Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

03/26/2001 GT011 00000211 74586111

01 FC:481
02 FC:482

40.00 DP
875.00 DP

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 Package 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: 002258 FRAME: 0447

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) | | |
|---------------------------------------|----------------------|----------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| <input type="text" value="74586111"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="2286196"/> | <input type="text" value="1925565"/> | <input type="text" value="1926529"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1886662"/> | <input type="text" value="1789488"/> | <input type="text" value="1663799"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1612127"/> | <input type="text" value="1508298"/> | <input type="text" value="1504939"/> |

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.

Jacquelyn A. Pellegrino
 Name of Person Signing Signature Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

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Registration Number(s)

| | | |
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| <input type="text" value="1463673"/> | <input type="text" value="1448648"/> | <input type="text" value="1377346"/> |
| <input type="text" value="1352964"/> | <input type="text" value="1344561"/> | <input type="text" value="1303823"/> |
| <input type="text" value="1283418"/> | <input type="text" value="1229035"/> | <input type="text" value="1212490"/> |
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| <input type="text" value="1077484"/> | <input type="text" value="1086463"/> | <input type="text" value="0756135"/> |
| <input type="text" value="0892926"/> | <input type="text" value="0743495"/> | <input type="text" value="0817041"/> |

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Registration Number(s)

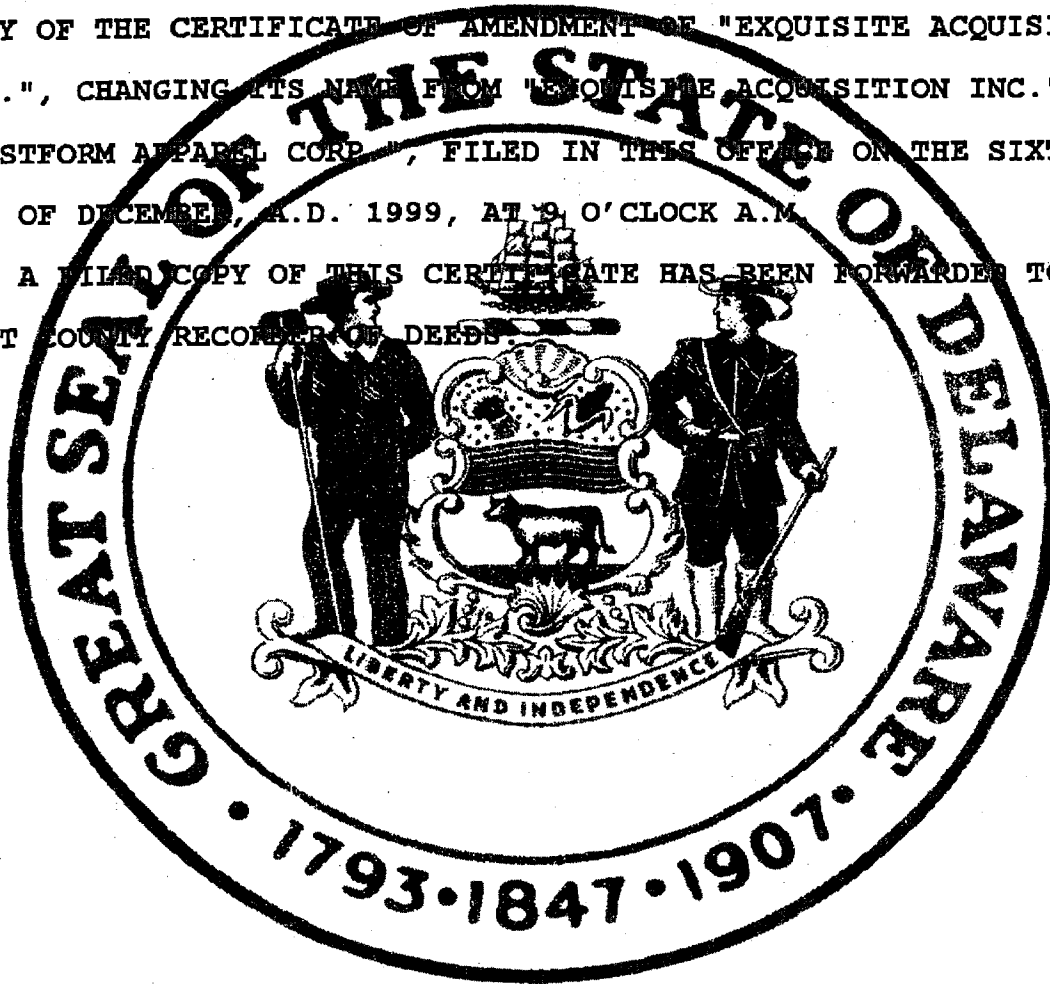
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Office of the Secretary of State

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 AMENDMENT OF "EXQUISITE ACQUISITION INC.", CHANGING ITS NAME FROM "EXQUISITE ACQUISITION INC." TO "BESTFORM APPAREL CORP.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2599332 8100

991543519

AUTHENTICATION: 0147580

DATE: 12-16-99

TRADEMARK
REEL: 002258 FRAME: 0451

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Exquisite Acquisition Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Certificate of Incorporation of Exquisite Acquisition Inc. be amended by changing the paragraph labeled "FIRST" thereof so that, as amended, said paragraph shall read in its entirety as follows:

"FIRST: The name of the corporation is BESTFORM APPAREL CORP."

SECOND: That in lieu of a meeting and vote of sole stockholder, the sole stockholder has given its unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

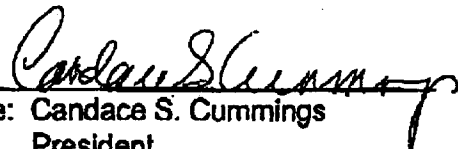
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation shall not be reduced under or by reason of said amendment.

FIFTH: That the aforesaid amendment shall be effective upon filing.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed this 16th day of December, 1999.

EXQUISITE ACQUISITION INC.

By: 
Name: Candace S. Cummings
Title: President