

08-28-2001



101824354

To the Honorable Commissioner of

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Jerell, Inc.

08/20/01

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Jerell, Ltd. fka Jerell Clothing, Ltd.

Internal Address: _____

Street Address: 1431 Regal Row

City: Dallas State: TX Zip: 75247

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership Texas AUG 20 2001
- Corporation-State _____
- 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

3. Nature of conveyance:

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

Execution Date: 01/31/01

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

A. Trademark Application No.(s)
75809600, 75887763

B. Trademark Registration No.(s)
1701873, 1463674, 1310163, 1329718, 1056636,
1678633, 1165621, 1486958, 2299585, 1879254

Additional number(s) attached Yes No

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

Name: Jocelyn R. Dabeau

Internal Address: Thompson & Knight, LLP

GT0N11 00000243 200821 75809600

40.00 CH
375.00 CH

1700 Pacific Avenue

Street Address: Suite 3300

Dallas Texas 75201
City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: _____

16

7. Total fee (37 CFR 3.41).....\$ 415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0821

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

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.

Jocelyn R. Dabeau

Jocelyn R. Dabeau
Signature

August 20, 2001

Name of Person Signing

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

EL682329389US

099998 002361 DALLAS 1324889.1

TRADEMARK
REEL: 002356 FRAME: 0209

Continuation of Item 4

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1768117
2315388
1745243

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Henry Cuellar
Secretary of State

Office of the Secretary of State

ENTITY:

JERELL, LTD.
Formerly: **JERELL CLOTHING, LTD.**

FILE NUMBER:

150631-10

DOCUMENT FILED:

CERTIFICATE OF MERGER

FILED: APRIL 24, 2001

EFFECTIVE: APRIL 24, 2001

This letter will acknowledge the receipt and filing of the above referenced document. The relevant statutory provision does not provide for a certificate of filing for this type of document and, therefore, this letter may be used as evidence of filing.

Corporations Section
Statutory Filings Division
512-463-5581

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TRADEMARK
REEL: 002356 FRAME: 0211

**ARTICLES OF MERGER
OF
JERELL, INC.
(a Nevada corporation)
INTO
JERELL CLOTHING, LTD.
(a Texas limited partnership)**

FILED
in the Office of the
Secretary of State of Texas

APR 24 2001

Corporations Section

The undersigned entities certify the following Articles of Merger adopted for the purpose of effecting a merger in accordance with Section 2.11 of the Texas Revised Limited Partnership Act (the "TRLPA").

1. The name, organizational form and state of organization of each of the parties to the merger are:

<u>Name of Entity</u>	<u>Form of Organization</u>	<u>State of Organization</u>
Jerell, Inc.	Corporation	Nevada
Jerell Clothing, Ltd.	Limited Partnership	Texas

2. A plan of merger has been approved by Jerell, Inc., a Nevada corporation ("Jerell Nevada"), in accordance with Nevada law, and by Jerell Clothing, Ltd., a Texas limited partnership ("Jerell Texas"), in the manner prescribed in its Agreement of Limited Partnership, providing for the merger of Jerell Nevada with and into Jerell Texas.
3. Pursuant to the plan of merger, the separate existence of Jerell Nevada shall cease and Jerell Texas, as the surviving entity, shall continue its existence under the laws of the State of Texas and the Certificate of Limited Partnership of Jerell Texas. The merger shall effect an amendment of Paragraph 1 of the Certificate of Limited Partnership of Jerell Texas to change the name of the surviving entity to "Jerell, Ltd."
4. An executed copy of the plan of merger is on file at the principal place of business of Jerell Texas at 1431 Regal Row, Dallas, Texas 75247-3672.
5. A copy of the plan of merger has been furnished by Jerell Texas to each of its partners at least 20 days prior to the date hereof unless waived by that partner.
6. A copy of the plan of merger will be furnished by Jerell Texas, on written request and without cost, to any shareholder of Jerell Nevada and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

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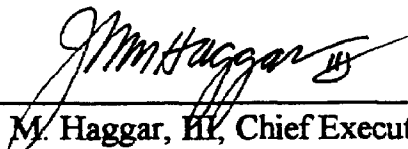
Articles of Merger (Texas)


TRADEMARK
REEL: 002356 FRAME: 0212

7. The plan of merger and the performance of its terms were duly authorized by all action required by the respective laws under which Jerell Nevada and Jerell Texas were organized and by their respective constituent documents.
8. Jerell Texas, as the surviving entity, will be responsible for the payment of all fees and franchise taxes of Jerell Nevada as required by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid.
9. The merger shall be effective as of January 31, 2001.


IN WITNESS WHEREOF, Jerell Nevada and Jerell Texas have executed these Articles of Merger to be effective as of the date set forth above.

JERELL, INC.

By: 
J. M. Haggar, III, Chief Executive Officer

By: 
David M. Tehle, Secretary

JERELL CLOTHING, LTD.

By: 
Frank D. Bracken, President of Jerell
Clothing Management, Inc.