



12-14-2001



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Form TO-1594 RE (Rev. 03/01) OMB No. 0651 (exp. 5/31/200)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab setting ⇨⇨⇨ 0 0 0 0 0 0 0 0

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Duck Head Apparel Company, Inc. 12-4-01
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State Georgia
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: Duck Head Apparel Company, LLC
Internal Address:
Street Address: 1020 Barrow Industrial Parkway
City: Winder State: GA Zip: 30361
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[] Corporation-State
[X] Other Limited Liability Company (Georgia)
If assignee is not domiciled in the United States, a domestic representative designated is attached: [] Yes [] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [X] Change of Name
[X] Other Election of entity
Execution Date: August 9, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
NONE
Additional number(s) attached [] Yes [X] No

B. Trademark Registration No.(s)
1,998,516 2,027,668

5. Name and address of party to whom correspondence concerning document should be mailed: []
Name: Claire M. Kimball
Internal Address:
Street Address: Alston & Bird LLP, One Atlantic Center, 1201 West Peachtree Street
City: Atlanta State: GA Zip: 30309-3424

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41)\$ 65.00
[X] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number: N/A
(Attached 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.
Claire Kimball Claire M Kimball Dec. 3, 2001
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document:

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

40.00 DP
25.00 DP

CERTIFICATE OF EXPRESS MAILING
Express Mail mailing label number EL810552274
Date of Deposit Dec 4 2001

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" on the date indicated above and is addressed to: Assistant Commissioner for Trademarks, USPTO Assignment Div. 2900 Crystal Drive, Arlington, Virginia 22202-3513 Wash, DC 20231
Claire M Kimball

12/13/2001 LIMELLER 00000058 1998516

01 FC:481
02 FC:482

**PLAN OF ELECTION
OF
DUCK HEAD APPAREL COMPANY, INC.
TO BECOME
A LIMITED LIABILITY COMPANY
UNDER
THE GEORGIA LIMITED LIABILITY COMPANY ACT**

(a) The name of the limited liability company to be formed pursuant to the election is Duck Head Apparel Company, LLC (the "Company").

(b) Each share of Common Stock, \$0.01 par value per share, of Duck Head Apparel Company, Inc., a Georgia corporation (the "Corporation"), outstanding at the time of filing this election with the Secretary of State of Georgia shall be automatically converted into 1/100th of the membership interests in the Company, by virtue of this election and without any action by the holder thereof or any action in addition to that contemplated by this election by either the Corporation or the Company. No shares of Preferred Stock, par value \$0.01 per share, of the Corporation are outstanding and, accordingly, the Preferred Stock of the Corporation shall not be converted into interests as members of the Company.

(c) The election shall be effective upon the filing of the Certificate of Election of the Corporation, substantially in the form attached hereto as Exhibit A, with the Secretary of State of the State of Georgia. At the time of such filing, the separate existence of the Corporation shall thereupon cease.

(d) The Articles of Organization to be filed in connection with the election shall be substantially in the form attached hereto as Exhibit B. At the time of such filing, the Company shall be formed under the laws of the State of Georgia as a limited liability company. The Company shall thereupon and thereafter possess all of the rights, privileges, immunities, franchises and powers of the Corporation to the extent permitted by law; and all property, real, personal and mixed, tangible and intangible, as well as all other choses in action, and each and every other interest of or belonging to or due to the Corporation shall be taken and deemed to be vested in the Company without further act or deed. The title to any real estate, or any interest therein, now vested in the Corporation shall not revert or be in any way impaired by reason of the election. The Company shall thereupon and thereafter be responsible and liable for all the liabilities and obligations of the Corporation and any claim existing or action or proceeding pending by or against the Corporation may be prosecuted as if the election had not become effective. Neither the rights of creditors nor any liens upon the property of the Corporation shall be impaired by the election.

(e) The Operating Agreement to be executed by the corporation who will be the member of the Company shall be substantially in the form attached hereto as Exhibit C. Notification of approval of the election to become a limited liability company will be deemed to be execution of the Operating Agreement by such corporation.

(f) The election is intended to constitute the liquidation of the Corporation pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, and this Plan of Election is intended to constitute a plan of liquidation.



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817
Registered agent, officer, entity status information via the Internet
<http://www.sos.state.ga.us/corporations>

WARREN RARY
Director
QUINTILIS B. ROBINSON
Deputy Director

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # _____	PENDING # _____	CONTROL # _____	
DOCKET CODE _____	DATE FILED _____	AMOUNT RECEIVED _____	CHECK/ RECEIPT # _____
TYPE CODE _____	EXAMINER _____	JURISDICTION (COUNTY) CODE _____	

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number			
	Duck Head Apparel Company, LLC			
	LLC Name			
2.	Stephen A. Opler	404-881-7000		
	Applicant/Attorney	Telephone Number		
	1201 West Peachtree Street			
	Address			
	Atlanta	GA	30309	
	City	State	Zip Code	
3.	1020 Barrow Industrial Parkway			
	Principal Office Mailing Address			
	Winder	GA	30680	
	City	State	Zip Code	
4.	CT Corporation System			
	Name of Registered Agent in Georgia			
	1201 Peachtree Street			
	Registered Office Street Address in Georgia			
	Atlanta	Fulton	GA	30361
	City	County	State	Zip Code
5.	Name and Address of each organizer (Attach additional sheets if necessary)			
	Stephen A. Opler	1201 West Peachtree Street, Atlanta		GA 30309
	Organizer	Address	City	State Zip Code
	Organizer	Address	City	State Zip Code
6.	Mail or deliver to the Secretary of State, at the above address, the following:			
	1) This transmittal form			
	2) Original and one copy of the Articles of Organization			
	3) Filing fee of \$75.00 payable to Secretary of State. Filing fees are NON-refundable.			
				Authorized Signature
				Date
	Member, Manager, Organizer or <input checked="" type="radio"/> Attorney-in-fact (Circle one)			

**ARTICLES OF ORGANIZATION
OF
DUCK HEAD APPAREL COMPANY, LLC**

ARTICLES OF ORGANIZATION of Duck Head Apparel Company, LLC (the "LLC"), dated August 9, 2001, to form a Georgia limited liability company under the Georgia Limited Liability Company Act.

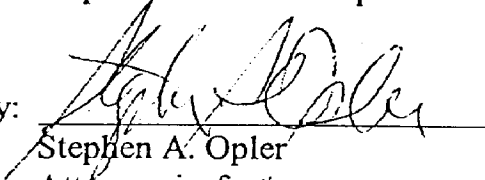
FIRST: The name of the Limited Liability Company is Duck Head Apparel Company, LLC.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written.

DUCK HEAD APPAREL COMPANY, LLC

By: Tropical Sportswear Int'l Corporation

By:


Stephen A. Opler
Attorney-in-fact

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0136149
EFFECTIVE DATE : 08/09/2001
COUNTY : GEORGIA
REFERENCE : 0045
PRINT DATE : 08/13/2001
ELECTED CONTROL : K950540
FORM NUMBER : 357



STEPHEN A. OPLER
ALSTON & BIRD LLP
1201 WEST PEACHTREE ST.
ATLANTA, GA 30309

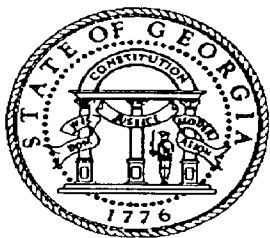
CERTIFICATE OF ORGANIZATION BY ELECTION

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

DUCK HEAD APPAREL COMPANY, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of a certificate of election and articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

TRADEMARK
REEL: 002407 FRAME: 0904



**CERTIFICATE OF ELECTION
OF
DUCK HEAD APPAREL COMPANY, INC.
TO BECOME A
LIMITED LIABILITY COMPANY
UNDER
THE GEORGIA LIMITED LIABILITY COMPANY ACT**

Article I.

The name of the entity making the election under Section 14-11-212 of the Georgia Limited Liability Company Act (the "Georgia Act") is Duck Head Apparel Company, Inc., a corporation organized under the laws of the State of Georgia. It is referred to in this Certificate of Election as the "Corporation".

Article II.

The Corporation elects to become a limited liability company under the Georgia Act.

Article III.

This election shall become effective upon the filing of this Certificate of Election with the Secretary of State of the State of Georgia.

Article IV.

This election has been unanimously approved by all of the shareholders of the Corporation upon the recommendation of the Board of Directors of the Corporation in accordance with Sections 14-11-212(a) of the Georgia Act and 14-2-1109.1 of the Georgia Business Corporation Code.

Article V.

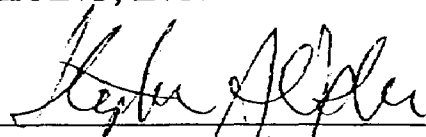
Simultaneously herewith, Articles of Organization in the form required by Section 14-11-204 of the Georgia Act are being filed with the Secretary of State of the State of Georgia under the name "Duck Head Apparel Company, LLC", which name satisfies the requirements of Section 14-11-207 of the Georgia Act. Such Articles of Organization shall govern the limited liability company being formed by this election (the "Company"), unless and until modified in accordance with the Georgia Act.

Article VI.

Each share of Common Stock, \$0.01 par value per share, of the Corporation outstanding at the time of filing this election with the Secretary of State of Georgia shall be automatically converted into 1/100th of the membership interests in the Company, by virtue of this election and without any action by the holder thereof or any action in addition to that contemplated by this election by either the Corporation or the Company. No shares of Preferred Stock, par value \$0.01 per share, of the Corporation are outstanding and, accordingly, the Preferred Stock of the Corporation shall not be converted into interests as members of the Company.

IN WITNESS WHEREOF, this Certificate of Election of Duck Head Apparel Company, Inc. to become a limited liability company under the Georgia Act has been executed by a duly authorized officer this 9th day of August, 2001.

DUCK HEAD APPAREL
COMPANY, INC.

By: 
Stephen A. Opler, Attorney-in-fact