

01-02-2002



TRADEMARK
01941-A0114 SPM

IN THE UNITED STATES

101928983

PATENT AND TRADEMARK OFFICE

Assignor	Brynwood Apparel, Inc.		
Assignee	J.B. Williams Company, Inc.		
Registration Nos.	1,400,395	1,795,918	998,005
	2,368,937	881,750	1,003,771
	966,568	1,461,966	2,008,734
	967,604	1,004,315	941,510
	767,222	1,140,849	1,300,656

Box Assignment
Assistant Commissioner for Trademarks
Washington, DC 20231

Merger Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

1. Name, Address and State of Incorporation of Conveying party. Brynwood Apparel, Inc.; a Corporation of the State of Delaware; located at 301 Harris Street, Cordele, GA 31015.
2. Name, Address and State of Incorporation of Receiving Party. J.B. Williams Company, Inc.; a Corporation of the State of Delaware; located at 65 Harristown Road, Glen Rock, NJ 074523.
3. Nature of Conveyance: Merger Execution Date: August 1, 2001.
4. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Stephen P. McNamara, Registration No. 32,745
Attorney for Applicant

12/31/2001 GTON11 00000167 1400395

01 FC:481
02 FC:482

40.00 OP
350.00 OP
ST. ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment; Commissioner for Patents and Trademarks; Washington, DC 20231.

November 30, 2001

Danielle Dominici

5. Registration Number: 1,400,395 1,795,918 998,005 2,368,937 881,750
1,003,771 966,568 1,461,966 2,008,734 967,604 1,004,315 941,510
767,222 1,140,849 1,300,656
6. Total Number of Registrations Involved: 15
7. Total Fee (37 CFR 3.41). \$390.00 due. A check for this amount is enclosed herewith.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 7. To the best of my knowledge and belief, the foregoing information is true and correct and any copy submitted herewith is a true copy of the original document.

Respectfully submitted,



Stephen P. McNamara, Registration No. 32,745
Attorney for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"J.B. WILLIAMS HOLDINGS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BRYNWOOD APPAREL, INC." UNDER THE NAME OF
"J.B. WILLIAMS COMPANY, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE FIRST DAY OF AUGUST, A.D. 2001, AT
10:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2199298 8100M

AUTHENTICATION: 1415069

010539442

DATE: 10-29-01

TRADEMARK
REEL: 002415 FRAME: 0365

**CERTIFICATE OF MERGER
OF
J.B. WILLIAMS HOLDINGS, INC.
WITH AND INTO
BRYNWOOD APPAREL, INC.**

Pursuant to §§ 103 and 251(c) of the General Corporation Law of the State of Delaware:

Brynwood Apparel, Inc., a Delaware corporation (the "Corporation") does hereby certify:

FIRST: The names and states of incorporation of each business entity of this merger (the "Constituent Corporations") are as follows:

J.B. Williams Holdings, Inc. - Delaware
Brynwood Apparel, Inc. - Delaware

SECOND: An Agreement and Plan of Merger providing for the merger of J.B. Williams Holdings, Inc. ("Holdings") with and into the Corporation, with the Corporation as the surviving corporation (the "Surviving Corporation") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251(b) of the General Corporation Law of the State of Delaware.

THIRD: The name of the Surviving Corporation following the merger is Brynwood Apparel, Inc.

FOURTH: The certificate of incorporation of the Corporation following the merger is the certificate of incorporation of the Surviving Corporation; provided, however, that the certificate of incorporation of the Surviving Corporation is hereby amended as set forth on Exhibit A attached hereto.

FIFTH: The executed Agreement and Plan of Reorganization is on file at the principal place of business of the Surviving Corporation, 65 Harristown Road, Glen Rock, New Jersey, 07452. A copy will be provided, upon request and without cost, to any stockholder of the Constituent Corporations.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed in its corporate name this 1st day of August, 2001.

BRYNWOOD APPAREL, INC.

By: /s/Richard T. Niner
Name: Richard T. Niner
Title: Chairman

CERTIFICATE OF INCORPORATION

FIRST: The name of the corporation is J. B. Williams Company, Inc. (the "Corporation").

SECOND: The address of its registered office in the State of Delaware is 9 East Loockerman Street, in the County of Kent, Dover, Delaware 19901, and the name of its registered agent at such address is National Registered Agents, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted are:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware; and

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of the State of Delaware or by any other law of Delaware or by this certificate of incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is three thousand (3,000) shares of Common Stock, par value \$.01 per share.

FIFTH: The Board of Directors is expressly authorized to exercise all powers granted to the directors by law except insofar as such powers are limited or denied herein or in the By-Laws of the Corporation. In furtherance of such powers, the Board of Directors shall have the right to make, alter or repeal the By-Laws of the Corporation.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

SEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the

Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditor or class of creditors, and/or of the stockholders or class of stockholders, of the Corporation, as the case may be, to be summoned in such a manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application is made, be binding upon all of the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

EIGHTH: No director shall have any personal liability to the Corporation or its stockholders for any monetary damages for breach of fiduciary duty as a director, except that this Article shall not eliminate or limit the liability of each director (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which such director derived an improper personal benefit.

Neither the amendment nor the repeal of this Article EIGHTH, nor the adoption of any provision of the certificate of incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute.

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