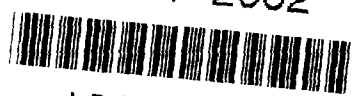


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1.700

★ DDC ID # 101867560 ★

01-31-2002



101967276

Tab setting $\Rightarrow \Rightarrow \Rightarrow$ θ

To the Honorable Commissioner c

ched original documents or copy thereof.

1. Name of conveying party(ies):
 Duck Head Apparel Company, Inc.

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

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

2. Name 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 _____
 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 No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Election of entity

Execution Date: August 9, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76-046,859
76-046,858

B. Trademark Registration No.(s)

2,369,088	734,210	429,337
2,078,099	1,941,462	1,926,401
1,998,536	1,907,857	2,018,003
2,135,095	1,860,982	53,255
817,443	1,651,551	1,832,781
2,285,936	2,059,325	2,427,268
1,770,130	2,137,965	1,468,430
1,468,429	1,951,765	1,949,457

Additional number(s) attached Yes No

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: 26

7. Total fee (37 CFR 3.41) \$ 665.00
 Enclosed with prior mailing
 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 January 2, 2002
 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

10-09-2001
 101957560
 TRADEMARKS ONLY

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

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

Tab setting ⇌⇌⇌ θ θ θ θ 9.27.01 θ θ

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.

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

Additional name(s) of conveying party(ies) attached? Yes 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 **SEP 27**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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 No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Election of entity

Execution Date: August 9, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76-046,859
76-046,858

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

2,369,088	734,210	429,337
2,078,099	1,941,462	1,926,401
1,998,536	1,907,857	2,018,003
2,135,095	1,860,982	53,255
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1,770,130	2,137,965	1,468,430
1,468,429	1,951,765	1,949,457

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: **26**

7. Total fee (37 CFR 3.41)\$ **665.00**
 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 Kimball 9/27/2001
 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

10/05/2001 DBYRNE 00000187 76046859
 01 FC:481 40.00 D
 02 FC:482 625.00 D

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

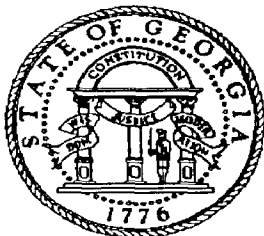
CERTIFICATE OF ORGANIZATION BY ELECTION

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.



Cathy Cox
Secretary of State

TRADEMARK
REEL: 002434 FRAME: 0547

**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.

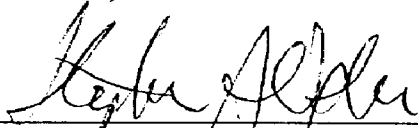
Simultaneously herewith, Articles of Organization in the form required by Section 14-11-204 of the Georgia Act are being filed with the Secretary of State of the State of Georgia under the name "Duck Head Apparel Company, LLC", which name satisfies the requirements of Section 14-11-207 of the Georgia 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

**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			
	Member, Manager, Organizer or Attorney-in-fact (Circle one)			
				Date

**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

**SCHEDULE A
DUCK HEAD APPAREL COMPANY, INC. (GEORGIA) U.S. TRADEMARKS**

<u>DOCKET NO.</u>	<u>MARK</u>	<u>APP/REG NO.</u>	<u>DATE FILED/REG</u>
1045.T40	BABY DUCK HEAD	2,369,088	JUL 18, 2000
1045.T130	BRAND X	734,210	JUL 10, 1962
1045.T136	CARWOOD (Stylized)	429,337	APR 29, 1947
1045.T18A	DESIGN OF DUCK HEAD	2,078,099	JUL 8, 1997
1045.T19	DESIGN OF DUCK HEAD	1,941,462	DEC 12, 1995
1045.T20	DESIGN OF DUCK HEAD	1,926,401	OCT 10, 1995
1045.T21	DESIGN OF DUCK HEAD	1,998,536	SEP 3, 1996
1045.T22	DESIGN OF DUCK HEAD	1,907,857	JUL 25, 1995
1045.T29	1865 AND DESIGN	2,018,003	NOV 19, 1996
1045.T34	DESIGN OF POCKET FLAP	2,135,095	FEB 3, 1998
1045.T17	DESIGN OF YELLOW LABEL	1,860,982	NOV 1, 1994
1045.T138	DESIGN ONLY	53,255	MAY 29, 1906
1045.T44	DHX	76-046,859	MAY 12, 2000
1045.T45	DHX SPORT	76-046,858	MAY 12, 2000
1045.T2	DUCK HEAD	817,443	OCT 25, 1966
1045.T6	DUCK HEAD	1,651,551	JUL 23, 1991
1045.T5	DUCK HEAD AND DESIGN	1,832,781	APR 26, 1994

**TRADEMARK
REEL: 002434 FRAME: 0555**

SCHEDULE A
DUCK HEAD APPAREL COMPANY, INC. (GEORGIA) U.S. TRADEMARKS

<u>DOCKET NO.</u>	<u>MARK</u>	<u>APP/REG NO.</u>	<u>DATE FILED/REG</u>
1045.T135	DUCK HEAD TAIL ORED CLASSICS	2,285,936	OCT 12, 1999
1045.T130	DUCK HEAD TOUGHS	2,059,325	MAY 6, 1997
1045.T141	DUCK HEAD TOUR	2,427,268	FEB 6, 2001
1045.T111	DUCK TAIL	1,770,130	MAY 11, 1993
1045.T133	DUCK TUCKS	2,137,965	FEB 17, 1998
1045.T14	DUCK HEAD AND CIRCLE WITH COLOR AND DESIGN	1,468,430	DEC 8, 1987
1045.T3	DUCK HEAD WITH LABEL COLOR AND DESIGN	1,468,429	DEC 8, 1987
1045.T23	EXPEDITION 1865 (WORD ONLY)	1,951,765	JAN 23, 1996
1045.T24	EXPEDITION 1865 AND DESIGN	1,949,457	JAN 16, 1996

REEL: 002434 FRAME: 0556

TRADEMARK

RECORDED: 09/27/2001