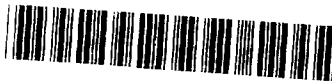


03-14-2002



Form PTO-1594 RE
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

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

102011342

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

1. Name of conveying party(ies):

The Cluett Corporation

- 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: Celebrity, Inc.

Internal Address: _____

Street Address: 4520 Old Troup Road, P.O. Box 6666

City: Tyler State: Texas Zip: 75707

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- 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: 6-30-2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,571,071; 1,720,427; 2,041,695; 1,715,990

Additional number(s) attached Yes No

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

Name: Thomas Yoo

Internal Address: Thompson & Knight, LLP

Street Address: 1700 Pacific Avenue
Suite 3300

City: Dallas State: Texas Zip: 75201

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- 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.

Thomas Yoo
Name of Person Signing

[Signature]
Signature

2/19/02
Date

Total number of pages including cover sheet, attachments, and document: 10

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

03/13/2002 TDIAZ1 00000182 1571071

01 FC:481 40.00 DP
02 FC:482 75.00 DP

099998 002361 DALLAS 1324889.1

TRADEMARK
REEL: 002460 FRAME: 0660



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

THE CLUETT CORPORATION
(a California corporation)

with

CELEBRITY, INC.
(a Texas corporation)

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed JUNE 30, 2000

Effective JUNE 30, 2000 11:59 P.M.



Elton Bomer
Secretary of State

REEL: 002460 FRAME: 0661

Articles of Merger

of

The Cluett Corporation
(a California corporation)

with and into

Celebrity, Inc.
(a Texas corporation)

FILED
In the Office of the
Secretary of State of Texas

JUN 30 2000

Corporations Section

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act (the "TBCA") and Section 1108 of the California General Corporation Law ("CGCL"), the undersigned corporation, Celebrity, Inc., a Texas corporation ("Celebrity"), adopts the following Articles of Merger for the purpose of effecting a merger of The Cluett Corporation, a California corporation and wholly owned subsidiary of Celebrity ("Cluett"), with and into Celebrity in accordance with the provisions of Article 5.16 of the TBCA and Section 1108 of the CGCL.

1. The name of each corporation that is a party to the merger, the type of such entity and the laws under which such entity was organized are:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State of Incorporation</u>
The Cluett Corporation	For Profit Corporation	California
Celebrity, Inc.	For Profit Corporation	Texas

2. There are 1,000 shares of common stock ("Cluett Common Stock") of Cluett outstanding. Celebrity owns all 1,000 shares of Cluett Common Stock that are outstanding.

3. Attached as Exhibit A are the resolutions (the "Resolutions") adopted by the Board of Directors of Celebrity to merge its wholly owned subsidiary, Cluett, with and into Celebrity in accordance with the provisions of Article 5.16 of the TBCA and Section 1108 of the CGCL. The Resolutions were adopted on June 30, 2000.

4. There will be no amendments or changes to the Articles of Incorporation of Celebrity effected by this merger.

5. Celebrity shall be responsible for the payment of all fees and franchise taxes of Cluett and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

6. The merger shall become effective as of 11:59 p.m., Central Daylight Time, on June 30, 2000.

Dated as of June 30, 2000

Celebrity, Inc.

By: Lynn Skillen
Name: LYNN SKILLEN
Title: VP & CFO

Exhibit A

Relating to the Cluett Merger

WHEREAS, The Cluett Corporation, a California corporation ("Cluett"), is a wholly owned subsidiary of the Company; and

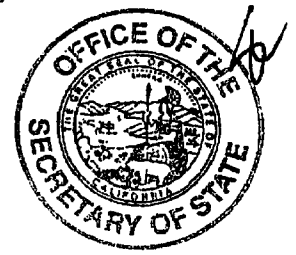
WHEREAS, the Board of Directors of the Company has determined, in its best business judgement, that it would be in the best interest of the Company and its shareholders to merge Cluett with and into the Company (the "Cluett Merger"); and

WHEREAS, the Company shall be the surviving entity in the Cluett Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company hereby authorizes the Cluett Merger pursuant to the provisions of Section 5.16 of the TBCA and Section 1108 of the California General Corporation Law ("CGCL"), and the Company shall be the surviving entity of such merger.

RESOLVED FURTHER, that the appropriate officers of the Company are hereby authorized in the name of and on behalf of the Company to execute and file with the Secretary of State of the State of Texas and the Secretary of State of the State of California the appropriate Articles of Merger or similar documents for the purpose of effectuating the Cluett Merger in accordance with these resolutions and the applicable provisions of the TBCA and the CGCL, respectively.

RESOLVED FURTHER, that no changes in the Articles of Incorporation, the Bylaws, the directors or the officers of the Company shall be effected by the Cluett Merger.

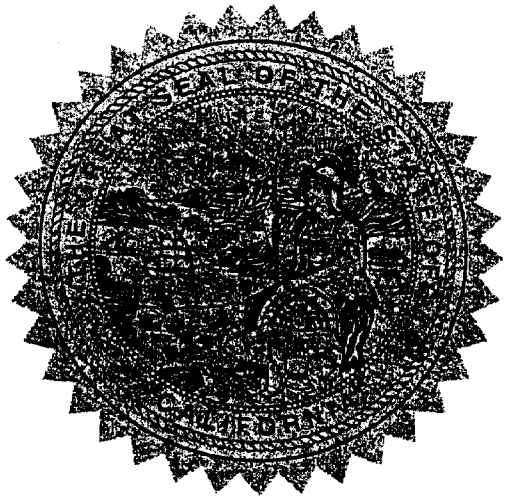


SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones
Secretary of State

D0625562



ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUL 12 2000

BILL JONES, Secretary of State

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

THE CLUETT CORPORATION
FILE NO. 102742-6

ARTICLES OF MERGER

JUNE 30, 2000



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 30, 2000.

 DLM

Elton Bomer
Secretary of State

REEL: 002460 FRAME: 0666

Articles of Merger

of

The Cluett Corporation
(a California corporation)

with and into

Celebrity, Inc.
(a Texas corporation)

FILED
In the Office of the
Secretary of State of Texas

JUN 30 2000

Corporations Section

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act (the "TBCA") and Section 1108 of the California General Corporation Law ("CGCL"), the undersigned corporation, Celebrity, Inc., a Texas corporation ("Celebrity"), adopts the following Articles of Merger for the purpose of effecting a merger of The Cluett Corporation, a California corporation and wholly owned subsidiary of Celebrity ("Cluett"), with and into Celebrity in accordance with the provisions of Article 5.16 of the TBCA and Section 1108 of the CGCL.

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Celebrity, Inc.	For Profit Corporation	Texas

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6. The merger shall become effective as of 11:59 p.m., Central Daylight Time, on June 30, 2000.

Dated as of June 30, 2000

Celebrity, Inc.

By: Lynn Skillen
Name: LYNN SKILLEN
Title: VP + CFO

Exhibit A

Relating to the Cluett Merger

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WHEREAS, the Board of Directors of the Company has determined, in its best business judgement, that it would be in the best interest of the Company and its shareholders to merge Cluett with and into the Company (the "Cluett Merger"); and

WHEREAS, the Company shall be the surviving entity in the Cluett Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company hereby authorizes the Cluett Merger pursuant to the provisions of Section 5.16 of the TBCA and Section 1108 of the California General Corporation Law ("CGCL"), and the Company shall be the surviving entity of such merger.

RESOLVED FURTHER, that the appropriate officers of the Company are hereby authorized in the name of and on behalf of the Company to execute and file with the Secretary of State of the State of Texas and the Secretary of State of the State of California the appropriate Articles of Merger or similar documents for the purpose of effectuating the Cluett Merger in accordance with these resolutions and the applicable provisions of the TBCA and the CGCL, respectively.

RESOLVED FURTHER, that no changes in the Articles of Incorporation, the Bylaws, the directors or the officers of the Company shall be effected by the Cluett Merger.

