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Form PTO-159 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

Record As of 6/19/02

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

1. Name of conveying party(ies): Allied Fashion, Inc. 06/19/02
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies): Citi Trends, Inc.
Internal Address: Attn: George Bellino
Street Address: 102 Fahm Street
City: Savannah State: GA Zip: 31401
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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 Merger Security Agreement Change of Name Other
Execution Date: 6-26-01

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75922972, 75922974, 75922973, 78060259
B. Trademark Registration No.(s)
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Benjamin Gross, Esq.
Internal Address: Hunter, Maclean, Exley & Dunn, P.C.
Street Address: 200 East Saint Julian Street
City: Savannah State: GA Zip: 31401

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:
(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.
Benjamin Gross Signature Date 6-19-02

Total number of pages including cover sheet, attachments, and document: 3

06/26/2002 LIRELLER 00000069 75922972

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

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TRADEMARK REEL: 002583 FRAME: 0610

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CITI TRENDS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

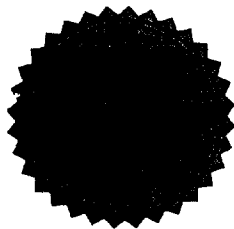
CERTIFICATE OF INCORPORATION, FILED THE THIRD DAY OF MARCH, A.D. 1999, AT 3 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWELFTH DAY OF APRIL, A.D. 1999, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWELFTH DAY OF APRIL, A.D. 1999, AT 4:31 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ALLIED FASHION, INC." TO "CITI TRENDS, INC.", FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1812502

DATE: 06-04-02

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STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- **First:** That at a meeting of the Board of Directors of _____
ALLIED FASHION, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.


The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

" The Name of the Corporation is Citi Trends, Inc.

"

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: 
(Authorized Officer)

NAME: George Bellino - President
(Type or Print)