

01-15-2003

1-15-03

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)



102338267

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

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Clipper Mist, Inc.

1-15-03

- Individual(s)
- General Partnership
- Corporation-State
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: April 11, 2001

2. Name and address of receiving party(ies)

Name: London Fog Industries, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 1700 Westlake Ave N, Suite 200

City: Seattle State: WA Zip: 89109-3012

- 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

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

A. Trademark Application No.(s) 1860991

B. Trademark Registration No.(s) See Schedule A  
annexed hereto

Additional number(s) attached  Yes  No

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

Name: Marv Toland

Internal Address: London Fog Industries, Inc.

Street Address: 1700 Westlake Ave N, Suite 200

City: Seattle State: WA Zip: 89109-3012

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ 340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Marv Toland

Name of Person Signing

Signature

1/13/03  
Date

Total number of pages including cover sheet, attachments, and document: 25

01/16/2003 6T0M11 00000030 1860991

01 FC:8521 40.00 DP  
02 FC:8522 300.00 DP

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

**CONTINUATION OF ITEM ONE FROM RECORDATION COVER SHEET**

**1. Name of conveying party(ies):**

LONDON FOG SPORTSWEAR, INC. (DE Corporation)

MATTHEW MANUFACTURING CO., INC. (MD Corporation)

STAR SPORTSWEAR MANUFACTURING CORP. (DE Corporation)

WASHINGTON HOLDING COMPANY (GA Corporation)

**TRADEMARK REGISTRATIONS**  
**Schedule A**

| <b>Reg. No.</b> | <b>Mark</b>       |
|-----------------|-------------------|
| 1,860,991       | BLACK DOT         |
| 1,448,585       | GLACIER BAY       |
| 1,323,403       | INSIDE EDGE       |
| 2,065,376       | NORTHERN EXPOSURE |
| 1,446,575       | NORTHERN EXPOSURE |
| 995,887         | PACIFIC TRAIL     |
| 1,828,362       | PACIFIC TRAIL     |
| 1,855,198       | PACIFIC TRAIL     |
| 1,326,010       | VAQO              |
| 1,420,135       | WEATHER WATCHER   |
| 2,185,818       | INSIDE EDGE LOGO  |
| 2,166,090       | LIBERTY BELL      |
| 2,183,918       | STORM TECH LOGO   |

WV

(Merger of 90% or more owned foreign subsidiary into Maryland parent)

ARTICLES OF MERGER  
MERGING  
WASHINGTON HOLDING COMPANY  
(a corporation of the State of Georgia)  
INTO  
MATTHEW MANUFACTURING CO., INC.  
(a corporation of the State of Maryland)

FIRST. Washington Holding Company, a corporation organized and existing under the laws of the State of Georgia ("Washington"), and Matthew Manufacturing Co., Inc., a corporation organized and existing under the laws of the State of Maryland ("Matthew"), agree that Washington shall be merged into Matthew. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND. Washington is a wholly owned subsidiary of Matthew, the parent corporation.

THIRD. Matthew shall survive the merger and shall continue under the name Matthew Manufacturing Co., Inc.

FOURTH. The parties to these Articles of Merger are Matthew, a corporation organized and existing under the laws of the State of Maryland, and Washington, a corporation incorporated on the 8<sup>th</sup> day of March, 1978, under the Business Corporation Code of the State of Georgia.

FIFTH. No amendment is made to the charter of Matthew, the surviving corporation, pursuant to the merger.

SIXTH. The total number of shares of stock which Washington has the authority to issue is One Hundred Thousand (100,000) shares of Common Stock of the par value of Ten Dollars (\$10) per share, having an aggregate par value of One Million Dollars (\$1,000,000); The total number of shares of stock which Matthew has the authority to issue is One Hundred Thousand (100,000) shares, all of one class, of the par value of One Dollar (\$1) per share, having an aggregate par value of One Hundred Thousand Dollars (\$100,000).

SEVENTH. All of the issued and outstanding shares of Washington, a wholly-owned subsidiary of Matthew, are owned by Matthew and no shares of Matthew are to be issued or any other consideration given for shares of Washington, the merged corporation, but upon the effective date of these Articles of Merger, the shares of stock of Washington shall be surrendered for cancellation to Matthew, the parent and surviving corporation.

EIGHTH. The principal office of Matthew is located at 1700 Westlake Avenue N., Suite 200, Seattle, Washington 98109. The address of Matthew's Maryland office is 1332 Landonown Boulevard, Eldersburg, in the County of Carroll, State of Maryland. *md po*

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 11/19/01 BY 60322/UC/STP/STP

STATE OF MARYLAND

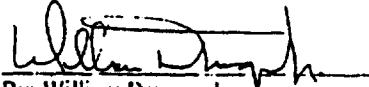
I hereby certify that this is a true and complete copy of the 5 page document on file in this office. DATED: April 9, 2000

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Jacqueline C. James, Custodian


This stamp replaces our previous certification system. Effective: 6/98

IN WITNESS WHEREOF, Washington Holding Company and Matthew Manufacturing Co., Inc., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents and witnessed by their respective secretaries all as of the 11<sup>th</sup> day of April, 2001.

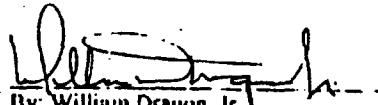


By: William Dragon, Jr.  
President, Washington Holding Company

Witness



By: Marvin Edward Toland  
Secretary, Washington Holding Company



By: William Dragon, Jr.  
President, Matthew Manufacturing Co., Inc

Witness



By: Marvin Edward Toland  
Secretary, Matthew Manufacturing Co., Inc

151 200104

**\*\* EXPEDITED SERVICE \*\***

**\*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 11 BU. CODE \_\_\_\_\_

# \_\_\_\_\_

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferee) Washington  
Holding company  
(MA)

Surviving (Transferor) Matthew  
Manufacturing Co, Inc.  
(MA) # 0328831

**FEEES REMITTED**

Base Fee: 20  
Org. & Cap. Fee: \_\_\_\_\_  
Expedite Fee: 70  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
ice Certified Copies: \_\_\_\_\_  
Copy Fee: 10  
Certificates: \_\_\_\_\_  
Certificate Fee: \_\_\_\_\_  
Other: \_\_\_\_\_  
  
TOTAL FEES: 100

Credit Card \_\_\_\_\_ Check  Cash \_\_\_\_\_

1 Documents on 2 Checks

APPROVED BY: [Signature]

KEYED BY: \_\_\_\_\_

COMMENT(S):

ID # 000328831 ACK # 1010319274000000  
LIBER: 800244 FOLIO: 0578 PAGES: 0005  
MATTHEW MANUFACTURING CO., INC

04/09/2001 AT 10:38 A WO # 0000437866

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident Agent and Resident Agent's Address
- Change of Business Code

Adoption of Assumed Name

Other Change(s)

CODE 007

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

STATE OF MASSACHUSETTS  
DEPT OF REVENUE & TAXATION  
CUST ID: 0000612793  
ORDER: 0000437616  
DATE: 04-09-2001 01:43 PM  
AMT. PAID: 100.00

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 011000272  
CONTROL NUMBER : H802470  
EFFECTIVE DATE : 04/09/2001  
REFERENCE : 0045  
PRINT DATE : 04/10/2001  
FORM NUMBER : 411

CT CORPORATION SYSTEM  
RUDENE REMBERT  
1201 PEACHTREE STREET, NE  
ATLANTA GA 30361

**CERTIFICATE OF MERGER**

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.


**Surviving Entity:**

**MATTHEW MANUFACTURING CO., INC., A MARYLAND CORPORATION**

**Nonsurviving Entity/Entities:**

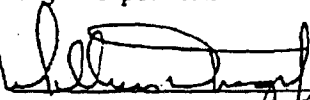
**WASHINGTON HOLDING COMPANY, A GEORGIA CORPORATION**



  
CATHY COX  
SECRETARY OF STATE

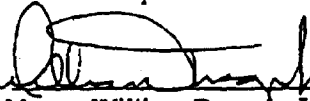
Dated: April 9, 2001

WASHINGTON HOLDING  
COMPANY,  
a Georgia corporation

By:   
Name: William Dragon, Jr.  
Title: President

Dated: April 9, 2001

MATTHEW MANUFACTURING  
CO., INC.,  
a Maryland corporation

By:   
Name: William Dragon, Jr.  
Title: President

APR 10 2001  
10:00 AM  
FBI - MEMPHIS



**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 011000275  
CONTROL NUMBER : HB02470  
DATE INC/AUTH/FILED: 03/08/1978  
JURISDICTION : GEORGIA  
PRINT DATE : 04/10/2001  
FORM NUMBER : 215

CT CORPORATION SYSTEM  
RUDENE REMBERT  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

**CERTIFIED COPY**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**WASHINGTON HOLDING COMPANY**  
**A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in cursive script, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

11000212

CERTIFICATE OF MERGER  
OF  
WASHINGTON HOLDING COMPANY  
INTO  
MATTHEW MANUFACTURING CO., INC.

H 802410

Pursuant to the provisions of the Georgia Business Corporation Code, the undersigned corporations,

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>Name</u>                     | <u>State of Incorporation</u> |
|---------------------------------|-------------------------------|
| Washington Holding Company      | Georgia                       |
| Matthew Manufacturing Co., Inc. | Maryland                      |

SECOND: That the name of the surviving corporation of the merger is Matthew Manufacturing Co., Inc.

THIRD: That the Articles of Incorporation of Matthew Manufacturing Co., Inc., a Maryland corporation, which is the surviving corporation, shall remain the Articles of Incorporation of such corporation following the merger, and there have not been any amendments to its Articles of Incorporation in connection with the merger.

FOURTH: That the executed Plan of Merger is on file at Matthew Manufacturing Co. Inc., 1700 Westlake Avenue N., Suite 200, Seattle, Washington 98109, which is the principal place of business of the surviving corporation.

FIFTH: That a copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation to the merger.

SIXTH: That shareholder approval is not required for the merger of Washington Holding Company, which is a wholly-owned subsidiary of Matthew Manufacturing Co., Inc., with and into Matthew Manufacturing Co., Inc.

SEVENTH: That this Certificate of Merger shall be effective on the date when this Certificate of Merger is filed with the Office of the Secretary of State of Georgia.

EIGHTH: That the surviving corporation, Matthew Manufacturing Co., Inc., certifies that a Notice of Merger and a publishing fee of \$40 have been mailed or delivered to an authorized newspaper, as required by § 14-2-1105.1.

## PLAN OF MERGER

THIS PLAN OF MERGER is entered into, by and between WASHINGTON HOLDING COMPANY, a Georgia corporation ("WHC"), and MATTHEW MANUFACTURING CO., INC., a Maryland corporation ("MM"), as of April 9, 2001.

WHEREAS, WHC is a wholly-owned subsidiary of MM.

WHEREAS, the parties have agreed to a plan of merger ("Merger") whereby WHC will merge with and into MM, and MM will be the surviving corporation resulting from such Merger, pursuant to the terms and conditions of this Plan of Merger.

NOW THEREFORE, in consideration of the foregoing premises and of the covenants contained herein the parties hereby agree as follows:

1. Surviving and Constituent Corporations. The Merger shall be effected by WHC merging with and into MM, and MM shall be the surviving corporation of the Merger.
2. No Amendment to Articles of Incorporation. The Articles of Incorporation of MM shall remain the Articles of Incorporation of MM following the consummation of the Merger, and shall not be amended in connection with the Merger.
3. Share Cancellation. Upon the effectiveness of the Merger, all of the outstanding shares of stock issued by WHC shall be cancelled. There shall be no payment of cash or other form of consideration or the issuance of any shares of MM in connection with the Merger.
4. Merger Filing: Effectiveness. As soon as reasonably practicable after the date hereof for purpose of consummating the Merger, MM as the surviving corporation shall duly file (i) Articles of Merger with the Maryland Department of Assessment and Taxation and (ii) a Certificate of Merger with the Office of the Secretary of State of Georgia. The effective date of the Merger shall be the date when the Articles of Merger and the Certificate of Merger have been filed, respectively, with the Maryland Department of Assessment and Taxation and the Office of the Secretary of State of Georgia

**MATTHEW MANUFACTURING CO., INC.**  
(a Maryland corporation)

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the directors of Matthew Manufacturing Co., Inc., a Maryland corporation (the "Corporation"), hereby consent to, approve and adopt the following resolutions without a meeting pursuant to unanimous written consent.

WHEREAS, Washington Holding Company, a Georgia corporation (the "Subsidiary"), is a wholly-owned subsidiary of the Corporation.

WHEREAS, the Corporation intends to enter into a merger ("Merger") with the Subsidiary, whereby the Subsidiary will merge with and into the Corporation and the Corporation will be the surviving corporation.

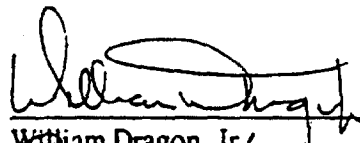
RESOLVED, that the Corporation merge the Subsidiary with and into the Corporation.

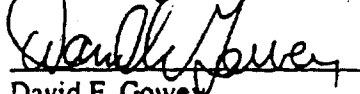
RESOLVED, FURTHER, that in connection with the Merger there will not be any issuance of shares of stock or payment of any consideration by the Corporation, and the Subsidiary's stock will be cancelled as a result of the Subsidiary merging into the Corporation.

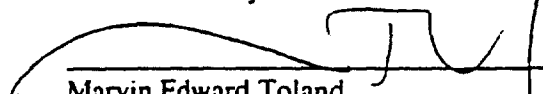
RESOLVED, FURTHER, that any officer of the Corporation is authorized on behalf of the Corporation to prepare, execute, deliver and file any documents, and take any other actions, in connection with facilitating or consummating the Merger as such officer considers appropriate.

This Action By Unanimous Written Consent of the Board of Directors may be executed in counterparts.

IN WITNESS WHEREOF, the undersigned directors have executed this Action By Unanimous Written Consent of The Board of Directors as of March 30, 2001.

  
\_\_\_\_\_  
William Dragon, Jr.

  
\_\_\_\_\_  
David E. Govey

  
\_\_\_\_\_  
Marvin Edward Toland

WASHINGTON HOLDING COMPANY  
(a Georgia corporation)

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS

The undersigned, being all of the directors of Washington Holding Company, a Georgia corporation (the "Corporation"), hereby consent to, approve and adopt the following resolutions without a meeting pursuant to unanimous written consent.

WHEREAS, the Corporation is a wholly-owned subsidiary of Matthew Manufacturing Co., Inc., a Maryland corporation (the "Parent").

WHEREAS, the Corporation intends to enter into a merger ("Merger") with the Parent, whereby the Corporation will merge with and into the Parent and the Parent will be the surviving corporation.

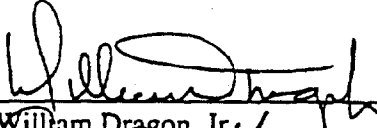
WHEREAS, in connection with the Merger there will not be any issuance of shares of stock or payment of any consideration by the Parent, and the Corporation's stock will be cancelled as a result of the Corporation merging into the Parent.


RESOLVED, that the Corporation merge with and into the Parent.

RESOLVED, FURTHER, that any officer of the Corporation is authorized on behalf of the Corporation to prepare, execute, deliver and file any documents, and take any other actions, in connection with facilitating or consummating the Merger as such officer considers appropriate.

This Action By Unanimous Written Consent of the Board of Directors may be executed in counterparts.

IN WITNESS WHEREOF, the undersigned directors have executed this Action By Unanimous Written Consent of The Board of Directors as of March 30, 2001.

  
\_\_\_\_\_  
William Dragon, Jr.

  
\_\_\_\_\_  
David E. Gowey

  
\_\_\_\_\_  
Marvin Edward Toland

State of Delaware  
Office of the Secretary of State

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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:

"CLIPPER MIST, INC.", A MARYLAND CORPORATION,

"LONDON FOG SPORTSWEAR, INC.", A DELAWARE CORPORATION,

"MATTHEW MANUFACTURING CO., INC.", A MARYLAND CORPORATION,

"STAR SPORTSWEAR MANUFACTURING CORP.", A DELAWARE CORPORATION,

WITH AND INTO "LONDON FOG INDUSTRIES, INC." UNDER THE NAME OF "LONDON FOG INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF APRIL, A.D. 2001, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2084842 8100M

010176509

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1075902

DATE: 04-11-01

SEVENTH: That this Certificate of Merger shall be effective on the date when this Certificate of Merger is filed with the Office of the Secretary of State of Delaware.

EIGHTH: That the authorized capital stock of each constituent corporation which is not a corporation of the State of Delaware is as follows:

| <u>Name</u>                               | <u>Authorized Capital Stock</u>            |
|---|--|
| Clipper Mist, Inc. (Maryland)             | 100,000 shares, par value \$1.00 per share |
| Matthew Manufacturing Co, Inc. (Maryland) | 100,000 shares, par value \$1.00 per share |

NINTH. That the authorization for this Certificate is pursuant to an order dated April 5, 2001 of the United States Bankruptcy Court for the District of Delaware pursuant to Title 11 of the United States Code regarding the reorganization of each of the constituent corporations to the merger

[Signature Page Follows]

W

ARTICLES OF MERGER  
MERGING  
CLIPPER MIST, INC.  
(a corporation of the State of Maryland)  
INTO  
LONDON FOG INDUSTRIES, INC.  
(a corporation of the State of Delaware)

FIRST London Fog Industries, Inc., a corporation organized and existing under the laws of the State of Delaware ("LFI"), and Clipper Mist, Inc., a corporation organized and existing under the laws of the State of Maryland ("Clipper"), agree that Clipper shall be merged into LFI. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND Clipper is a wholly-owned subsidiary of LFI, the parent corporation.

THIRD LFI shall survive the merger and shall continue under the name London Fog Industries, Inc.

FOURTH The parties to the articles of merger are LFI, a corporation organized on the 3rd day of March 1986 under the General Corporation Law of the State of Delaware, which corporation was qualified in Maryland on the 23<sup>rd</sup> day of September 1986 and Clipper, a corporation organized and existing under the laws of the State of Maryland.

FIFTH The original Certificate of Incorporation of LFI was filed with the Secretary of State of Delaware the 3<sup>rd</sup> day of March 1986 under the name "L.F. Corporation". The Restated Certificate of Incorporation of LFI was filed with the Secretary of State of Delaware on the 31<sup>st</sup> day of May 1995, whereby the name of the corporation was changed to "London Fog Industries, Inc."

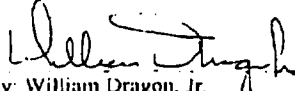
SIXTH No amendment is made to the charter of LFI, the surviving corporation, pursuant to the merger.

SEVENTH The total number of shares of stock of all classes which LFI has authority to issue is Twelve Million (12,000,000) shares of Common Stock of the par value of One Hundredth of a Dollar (\$0.01) per share, having an aggregate par value of One Hundred Twenty Thousand Dollars (\$120,000). The total number of shares of stock which Clipper has authority to issue is One Hundred Thousand (100,000) shares, all of one class, of the par value of One Dollar (\$1) per share, having an aggregate par value of One Hundred Thousand Dollars (\$100,000).

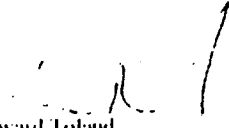
EIGHTH All of the issued and outstanding shares of Clipper, a wholly-owned subsidiary of LFI, are owned by LFI, and no shares of LFI are to be issued or any other consideration given for shares of Clipper, the merged corporation, but upon the effective date of these articles of merger, the shares of stock of Clipper shall be surrendered for cancellation to LFI, the parent and surviving corporation.

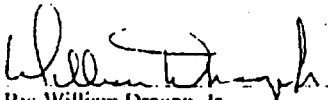


IN WITNESS WHEREOF, Clipper Mist, Inc. and London Fog Industries, Inc., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents and witnessed by their respective secretaries as of the 11<sup>th</sup> day of April, 2001.

  
By: William Dragon, Jr.  
President, Clipper Mist, Inc.

Witness:

  
By: Marvin Edward Toland  
Secretary, Clipper Mist, Inc.

  
By: William Dragon, Jr.  
President, London Fog Industries, Inc.

Witness:

  
By: David L. Niehaus  
Assistant Secretary, London Fog Industries, Inc.

**\*\* EXPEDITED SERVICE \*\***

**\*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_

STATE OF MARYLAND  
DEPT OF ASSESSMENTS AND TAXATION  
CUST ID: 0000615069  
WORK ORDER: 0000438824  
DATE: 04-11-2001 02:32 PM  
AMT. PAID: \$100.00

# \_\_\_\_\_  
Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) Clipper  
Mist, Inc.  
(Md) D0328211

Surviving (Transferee) London  
Fog Industries, Inc.  
(Pa) F2208452

**FEE'S REMITTED**

Base Fee: 20  
Org. & Cap. Fee: \_\_\_\_\_  
Expedite Fee: 70  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
100 Certified Copies: \_\_\_\_\_  
Copy Fee: 10  
Certificates: \_\_\_\_\_  
Certificate Fee: \_\_\_\_\_  
Other: \_\_\_\_\_  
TOTAL FEES: 100

(New Name) \_\_\_\_\_

Credit Card \_\_\_\_\_ Check  Cash \_\_\_\_\_

1 Documents on 2 Checks

APPROVED BY: [Signature]

KEYED BY: \_\_\_\_\_

COMMENT(S): \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code

\_\_\_\_\_ Adoption of Assumed Name

\_\_\_\_\_ Other Change(s) \_\_\_\_\_

CODE 007

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

ID # .F02208452 ACK # 1000320517000000  
LIBER: 800245 FOLIO: 0384 PAGES: 0005  
LONDON FOG INDUSTRIES, INC.

04.11/2001 AT 10:33 A WO # 0000438824

CERTIFIED COPY MADE

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 5 page document on file in this office. DATED: 4-11-01

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

THIS STATE REPLACES AN PREVIOUS CERTIFICATION SYSTEM. EFFECTIVE: 6/85

no

**ARTICLES OF MERGER  
MERGING  
MATTHEW MANUFACTURING CO., INC.  
(a corporation of the State of Maryland)  
INTO  
LONDON FOG INDUSTRIES, INC.  
(a corporation of the State of Delaware)**

**FIRST** London Fog Industries, Inc., a corporation organized and existing under the laws of the State of Delaware ("LFI"), and Matthew Manufacturing Co., Inc., a corporation organized and existing under the laws of the State of Maryland ("Matthew"), agree that Matthew shall be merged into LFI. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

**SECOND** Matthew is a wholly-owned subsidiary of LFI, the parent corporation.

**THIRD** LFI shall survive the merger and shall continue under the name London Fog Industries, Inc.

**FOURTH** The parties to the articles of merger are LFI, a corporation organized on the 3rd day of March 1986 under the General Corporation Law of the State of Delaware, which corporation was qualified in Maryland on the 23rd day of September 1986 and Matthew, a corporation organized and existing under the laws of the State of Maryland.

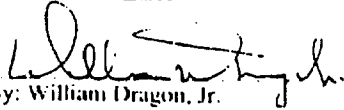
**FIFTH** The original Certificate of Incorporation of LFI was filed with the Secretary of State of Delaware on the 3rd day of March 1986 under the name "LF Corporation". The Restated Certificate of Incorporation of LFI was filed with the Secretary of State of Delaware on the 31st day of May 1995, whereby the name of the corporation was changed to "London Fog Industries, Inc."

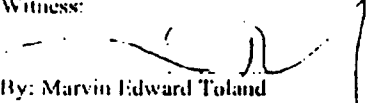
**SIXTH** No amendment is made to the charter of LFI, the surviving corporation, pursuant to the merger.

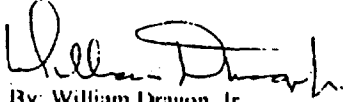
**SEVENTH** The total number of shares of stock of all classes which LFI has authority to issue is Twelve Million (12,000,000) shares of Common Stock of the par value of One Hundredth of a Dollar (\$0.01) per share, having an aggregate par value of One Hundred Twenty Thousand Dollars (\$120,000). The total number of shares of stock which Matthew has authority to issue is One Hundred Thousand (100,000) shares, all of one class, of the par value of One Dollar (\$1) per share, having an aggregate par value of One Hundred Thousand Dollars (\$100,000).

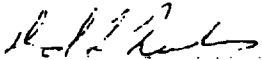
**EIGHTH** All of the issued and outstanding shares of Matthew, a wholly-owned subsidiary of LFI, are owned by LFI, and no shares of LFI are to be issued or any other consideration given for the shares of Matthew, the merged corporation, but upon the effective date of these Articles of Merger, the shares of stock of Matthew shall be surrendered for cancellation to LFI, the parent and surviving corporation.

IN WITNESS WHEREOF, Matthew Manufacturing Co., Inc. and London Fog Industries, Inc., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents and witnessed by their respective secretaries as of the 11<sup>th</sup> day of April, 2001.


  
By: William Dragon, Jr.  
President, Matthew Manufacturing Co., Inc.

Witness:  
  
By: Marvin Edward Toland  
Secretary, Matthew Manufacturing Co., Inc.

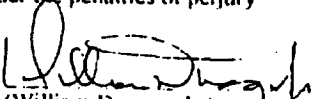
  
By: William Dragon, Jr.  
President, London Fog Industries, Inc.

Witness:  
  
By: David L. Nicholas  
Assistant Secretary, London Fog Industries, Inc.

THE UNDERSIGNED, President of CLIPPER MIST, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury

  
(William Dragon, Jr.)

THE UNDERSIGNED, President of LONDON FOG INDUSTRIES, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury

  
(William Dragon, Jr.)

**\*\* EXPEDITED SERVICE \*\***

**\*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_

# \_\_\_\_\_

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) Matthew

Manufacturing

(Co., Inc.)

(Md) # 0328831

Surviving (Transferee) London

Fog Industries,

Inc (Ale) F2208452

STATE OF MARYLAND  
DEPT OF ASSESSMENTS AND TAXATION  
CUST ID: 0000615057  
WORK ORDER: 0000438816  
DATE: 04-11-2001 02:29 PM  
AMT. PAID: \$100.00

**FEES REMITTED**

Base Fee: 20

Org. & Cap. Fee: \_\_\_\_\_

Expedite Fee: 70

Penalty: \_\_\_\_\_

State Recordation Tax: \_\_\_\_\_

State Transfer Tax: \_\_\_\_\_

100 Certified Copies: \_\_\_\_\_

Copy Fee: 10

Certificates: \_\_\_\_\_

Certificate Fee: \_\_\_\_\_

Other: \_\_\_\_\_

TOTAL FEES: 100

Credit Card \_\_\_\_\_ Check  Cash \_\_\_\_\_

1 Documents on 2 Checks

APPROVED BY: [Signature]

KEYED BY: \_\_\_\_\_

COMMENT(S): \_\_\_\_\_

(New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code

\_\_\_\_\_ Adoption of Assumed Name

\_\_\_\_\_ Other Change(s)

CODE 007

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

ID # F02208452 ACK # 1000320510000000  
LIBER: 800245 FOLIO: 0375 PAGES: 0005  
LONDON FOG INDUSTRIES, INC.

04/11/2001 AT 10:33 A WO # 0000438816

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 5 page document on file in this office. DATED: 4-11-01

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

This stamp replaces our previous certification system. EFFECTIVE: 5/95

## MERGER AGREEMENT

THIS MERGER AGREEMENT is entered into, by and between CLIPPER MIST, INC., a Maryland corporation ("CM"), LONDON FOG SPORTSWEAR, INC., a Delaware corporation ("LFS"), MATTHEW MANUFACTURING CO., INC., a Maryland corporation ("MM"), STAR SPORTSWEAR MANUFACTURING CORP., a Delaware corporation ("SSM"), and LONDON FOG INDUSTRIES, INC., a Delaware corporation ("LFI"), as of April 11, 2001.

WHEREAS, each of CM, LFS, MM and SSM is a wholly-owned subsidiary of LFI.

WHEREAS, the parties have agreed to a plan of merger ("Merger") whereby each of CM, LFS, MM and SSM will merge with and into LFI, and LFI will be the surviving corporation resulting from such Merger, pursuant to the terms and conditions of this Merger Agreement.

WHEREAS, the parties desire to enter into this Merger Agreement and to effect the Merger pursuant to the Joint Plan of Reorganization involving CM, LFS, MM, SSM, LFI and other corporations as debtors in connection with a proceeding in the United States Bankruptcy Court for the District of Delaware under Title 11 of the United States Code.

NOW THEREFORE, in consideration of the foregoing premises and of the covenants contained herein the parties hereby agree as follows:

1. Surviving and Constituent Corporations. The Merger shall be effected by each of CM, LFS, MM and SSM merging with and into LFI, and LFI shall be the surviving corporation of the Merger.

2. Share Cancellation. Upon the effectiveness of the Merger, all of the outstanding shares of stock issued by each of CM, LFS, MM and SSM shall be cancelled. There shall be no payment of cash or other form of consideration or the issuance of any shares of LFI in connection with the Merger.

3. Merger Filings; Effectiveness. As soon as reasonably practicable after the date hereof for purpose of consummating the Merger, LFI as the surviving corporation shall duly file a (i) Certificate of Merger with the Office of the Secretary of State of Delaware and (ii) Articles of Merger with the Maryland Department of Assessment and Taxation. The effective date of the Merger shall be the date when the Certificate of Merger and the Articles of Merger have been filed, respectively, with the Office of the Secretary of State of Delaware and the Maryland Department of Assessment and Taxation.

**CLIPPER MIST, INC.**  
(a Maryland corporation)

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the directors of Clipper Mist, Inc., a Maryland corporation (the "Corporation"), hereby consent to, approve and adopt the following resolutions without a meeting pursuant to unanimous written consent.

WHEREAS, the Corporation is a wholly-owned subsidiary of London Fog Industries, Inc. a Delaware corporation (the "Parent").

WHEREAS, the Corporation intends to enter into a merger ("Merger") with the Parent, whereby the Corporation will merge with and into the Parent and the Parent will be the surviving corporation.

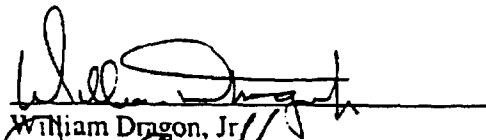
WHEREAS, in connection with the Merger there will not be any issuance of shares of stock or payment of any consideration by the Parent, and the Corporation's stock will be cancelled as a result of the Corporation merging into the Parent.

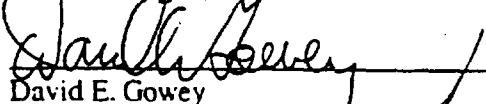
RESOLVED, that the Corporation merge with and into the Parent.

RESOLVED, FURTHER, that any officer of the Corporation is authorized on behalf of the Corporation to prepare, execute, deliver and file any documents, and take any other actions, in connection with facilitating or consummating the Merger as such officer considers appropriate.

This Action By Unanimous Written Consent of the Board of Directors may be executed in counterparts.

IN WITNESS WHEREOF, the undersigned directors have executed this Action By Unanimous Written Consent of The Board of Directors as of March 30, 2001.

  
\_\_\_\_\_  
William Dragon, Jr.

  
\_\_\_\_\_  
David E. Gowey

  
\_\_\_\_\_  
Marvin Edward Toland



**MATTHEW MANUFACTURING CO., INC.**  
(a Maryland corporation)

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the directors of Matthew Manufacturing Co., Inc., a Maryland corporation (the "Corporation"), hereby consent to, approve and adopt the following resolutions without a meeting pursuant to unanimous written consent.

WHEREAS, the Corporation is a wholly-owned subsidiary of London Fog Industries, Inc., a Delaware corporation (the "Parent").

WHEREAS, the Corporation intends to enter into a merger ("Merger") with the Parent, whereby the Corporation will merge with and into the Parent and the Parent will be the surviving corporation.

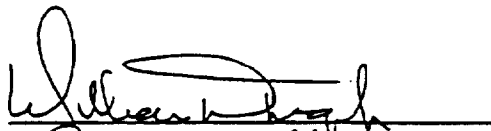
WHEREAS, in connection with the Merger there will not be any issuance of shares of stock or payment of any consideration by the Corporation, and the Corporation's stock will be cancelled as a result of the Corporation merging into the Parent.


RESOLVED, that the Corporation merge with and into the Parent.

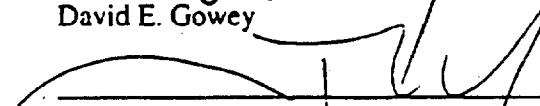
RESOLVED, FURTHER, that any officer of the Corporation is authorized on behalf of the Corporation to prepare, execute, deliver and file any documents, and take any other actions, in connection with facilitating or consummating the Merger as such officer considers appropriate.

This Action By Unanimous Written Consent of the Board of Directors may be executed in counterparts.

IN WITNESS WHEREOF, the undersigned directors have executed this Action By Unanimous Written Consent of The Board of Directors as of March 30, 2001.

  
\_\_\_\_\_  
William Dragon, Jr.

  
\_\_\_\_\_  
David E. Gowey

  
\_\_\_\_\_  
Marvin Edward Toland