

02-03-2003
102354353

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 1-30-03
Bassett-Walker Apparel Corp.
 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)
Name: Imagewear Apparel Corp.
Internal Address: 201 Baynard Building
Street Address: 3411 Silverside Road
City: Wilmington State: DE Zip: 19810
 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 N/A
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No N/A

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 01/04/03

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/207,858
B. Trademark Registration No.(s) 839,614;
958,205; 782,137
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Helen L. Winslow
Internal Address: The H.D. Lee Company, Inc.
201 Baynard Building
Street Address: 3411 Silverside Road
City: Wilmington State: DE Zip: 19810

6. Total number of applications and registrations involved: 20
7. Total fee (37 CFR 3.41).....\$ 515.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
FINANCE SECTION
PM 2:20

DO NOT USE THIS SPACE

9. Signature.
Helen L. Winslow Helen L. Winslow 1/26/03
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 8

02/03/2003 LAMUELLER 00000012 76207858

01 FC:8521
02 FC:8522

40.00 OP
475.00 OP

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

TRADEMARK
REEL: 002662 FRAME: 0706

Continuation of Item
4B

782,115
1,297,700
1,305,100
1,291,255
1,320,831
1,342,821
1,377,376
1,420,157
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1,409,491
1,473,293
1,696,993
1,782,282
1,912,606
2,572,955
2,569,360

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****BASSETT-WALKER APPAREL CORP.****INTO****RED KAP APPAREL CORP.**

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 12/20/2002
020788358 - 2340214

Pursuant to Section 8-253 of the General Corporation Law of the State of Delaware, Bassett-Walker Apparel Corp., a corporation organized and existing under the laws of the State of Delaware (the "Parent"), hereby certifies the following:

1. The Parent was incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware on June 15, 1993.
2. The Parent owns all of the outstanding shares of Red Kap Apparel Corp., a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware on June 15, 1993 (the "Subsidiary").
3. The Board of Directors of the Parent by the Unanimous Written Consent to Action of the Board of Directors of the Parent duly executed and effective as of December 13, 2002, did adopt the following resolutions:

RESOLVED, that the merger of the Parent with and into the Subsidiary, in which the Subsidiary will be the surviving corporation and will assume all of the obligations of the Parent, be and hereby is approved and adopted.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

Upon completion of the merger, the holder of the outstanding shares of the Parent shall receive an equivalent number of shares of the capital stock of Subsidiary and shall have no further claims of any kind or nature; and all of the shares of the Parent shall be surrendered and canceled.

FURTHER RESOLVED, that the Board of Directors hereby recommends and submits the merger to the sole stockholder of this Parent for approval and adoption.

FURTHER RESOLVED, that the effective time and date of the merger shall be 11:55:00 p.m. Eastern Standard Time on January 4, 2003 (the "Effective Time and Date").

FURTHER RESOLVED, that the certificate of incorporation of the Subsidiary at the Effective Time and Date of the merger shall be the certificate of incorporation of the surviving corporation and the certificate of incorporation shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware, except that Article 1 of the Certificate of

Incorporation of the Subsidiary shall be amended by deleting said Article in its entirety and inserting therefor the following provision:

"1. The name of the corporation is:

Imagewear Apparel Corp."

FURTHER RESOLVED, that the bylaws of the Subsidiary at the Effective Time and Date of the merger shall be the bylaws of the surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

FURTHER RESOLVED, that the directors and officers in office of the Subsidiary at the Effective Time and Date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

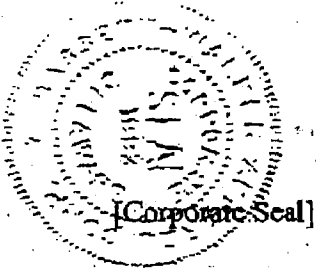
FURTHER RESOLVED, that if the merger shall be duly approved and adopted by the sole stockholder of the Parent, the proper officers of the Parent be and hereby are authorized and directed to execute and file, or cause to be filed, a Certificate of Ownership and Merger with the Secretary of State of the Delaware effecting the merger approved in these resolutions.

FURTHER RESOLVED, that each of proper officers of the Parent, individually, be and hereby is authorized, empowered and directed, in the name and on behalf of the Parent, to execute, acknowledge and deliver any and all other documents, certificates or instruments, to make such filings and recordings, and to take from time to time such other action, as they shall deem necessary or appropriate to carry out the purposes of the foregoing resolutions.

4. This merger has been adopted and approved by the sole stockholder of this Parent in the Waiver of Notice and Consent of the Sole Stockholder of the Parent dated December 13, 2002.

[Balance of Page Left Intentionally Blank. Signature Page to Follow.]

IN WITNESS WHEREOF, Bassett-Walker Apparel Corp. has caused this Certificate to be signed by Frank C. Pickard III, an authorized officer on this 13th day of December, 2002.



[Corporate Seal]

BASSETT-WALKER APPAREL CORP.,
a Delaware corporation

By: [Signature]
Name: Frank C. Pickard III
Title: Vice President and Treasurer

ATTEST: [Signature]
Barbara J. Kaplan, Asst. Secretary

Delaware

PAGE 1

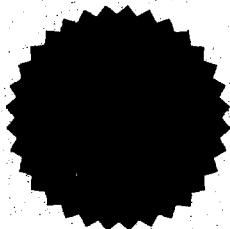
The First State

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 OWNERSHIP, WHICH MERGES:

"BASSETT-WALKER APPAREL CORP.", A DELAWARE CORPORATION, WITH AND INTO "RED KAP APPAREL CORP." UNDER THE NAME OF "IMAGEWEAR APPAREL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF JANUARY, A.D. 2003, AT 11:55 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2340214 8100M

020788358

AUTHENTICATION: 2193395

DATE: 01-08-03

RECORDED: 01/30/2003

TRADEMARK
REEL: 002662 FRAME: 0711