

02-10-2003

U.S. Department of Commerce  
Patent and Trademark Office



RE

ET

102361934

Our Ref.: 3120-1

Commissioner of Patents and Trademarks  
Box Assignments, Washington, DC 20231

2.5.03

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

1. Name of conveying party(ies):  
Daniel Green Company

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

2. Name and address of receiving party(ies):  
Name: Phoenix Footwear Group, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 450 North Main Street  
\_\_\_\_\_  
City: Old Town  
State/Country: Maine  
Zip: 04468  
 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 Assignment                   Change of Name  
 Other: \_\_\_\_\_

Execution Date: May 10, 2002

4. Application number(s) or registration number(s): **see below**

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
(1) 76/332,916	(1) 747,340              (4) 2,357,854
(2) 76/332,917	(2) 1,644,790          (5) 2,453,986
(3) _____	(3) 2,089,400

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Frank P. Presta  
Internal Address: \_\_\_\_\_  
\_\_\_\_\_  
Street Address: Nixon & Vanderhye P.C.  
1100 North Glebe Road  
8th Floor  
City Arlington State: VA Zip: 22201

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00  
 Enclosed  
 Authorized to be charged to deposit account #14-1140

8. The Commissioner is hereby authorized to charge any deficiency, or credit any overpayment, in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our **Account No. 14-1140.**

DO NOT USE THIS SPACE

9. Statements 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.

Frank P. Presta                      *Frank P. Presta*                      Feb. 5, 2003  
Name of Person Signing                      Signature                      Date

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

FPP:142

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01 FC:8521                      40.00 OP  
02 FC:8522                      150.00 OP

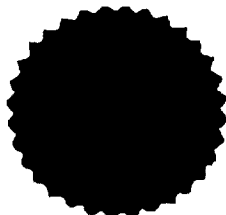
# Delaware

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:

"DANIEL GREEN COMPANY", A MASSACHUSETTS CORPORATION,  
WITH AND INTO "PHOENIX FOOTWEAR GROUP, INC." UNDER THE NAME OF "PHOENIX FOOTWEAR GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 2002, AT 11:45 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1771808

DATE: 05-10-02

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TRADEMARK  
REEL: 002667 FRAME: 0097

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:45 AM 05/10/2002  
020299845 - 3502770

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**DANIEL GREEN COMPANY**

**INTO**

**PHOENIX FOOTWEAR GROUP, INC.**

Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

Daniel Green Company, a Massachusetts corporation (the "Company"), does hereby certify to the following facts relating to the merger of the Company with and into Phoenix Footwear Group, Inc. a Delaware corporation (the "Subsidiary"), with the Subsidiary remaining as the surviving corporation:

FIRST: That the Company was incorporated, under the name Daniel Green Felt Shoe Company, on March 11, 1912, pursuant to the Massachusetts Business Corporation Law ("MCBL") of the Commonwealth of Massachusetts, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state. The Subsidiary was incorporated on March 15, 2002 pursuant to the Delaware General Corporation Law.

SECOND: That the Company owns all of the outstanding shares of the stock of the Subsidiary.

THIRD: That Board of Directors of the Company, by the following resolutions duly adopted on February 27, 2002, determined to merge the Company with and into the Subsidiary:

RESOLVED, that the Company be merged with and into the Subsidiary, which assumes all of the obligations of the Company, and it is further

RESOLVED, that the merger shall be effective upon the date of filing of this Certificate with the Secretary of State of Delaware (the "Effective Date"); and it is further

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

Upon the Effective Date, each share of the Company's Common Stock issued and outstanding or held in the treasury of the Company immediately prior thereto (other than shares of the Company's Common Stock in respect of which dissenters' rights shall properly have been exercised in accordance with the MCBL) shall, by virtue of the Merger and without any action on the part of any holder thereof, be changed and converted into one fully paid and non assessable share of Delaware Common Stock.

(31167)

(a) Upon the Effective Date, the one hundred (100) shares of Delaware Common Stock currently issued and outstanding in the name of the Company shall be canceled and retired without any consideration being issued or paid therefor and shall resume the status of authorized and unissued shares of Delaware Common Stock, and no shares of Delaware Common Stock or other securities of the Surviving Corporation shall be issued in respect thereof.

(b) Upon the Effective Date each outstanding option to purchase shares of the Company's Common Stock under the stock option plans of the Company (an "Old Option") and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become an option (the "New Option") to purchase, upon the same terms and conditions, the number of shares of Delaware Common Stock which is equal to the same number of shares of Company's Common Stock which may be purchased under such Old Option. The exercise price per share under each New Option shall be equal to the exercise price per share immediately prior to the Effective Date with respect to each Old Option. All of the Company's stock option plans and stock options granted thereunder, outstanding immediately prior to the Effective Date are automatically amended to permit plan continuance and stock option continuance and conversion into those of the Surviving Corporation following the Merger notwithstanding any provisions heretofore contained in such plans or outstanding options providing for termination in the event of a merger in which the Company is not the surviving corporation.

(c) Upon the Effective Date, all other outstanding stock rights in effect as of the Effective Date including, but not limited to, conversion rights under a certain Company Note for \$750,000 shall be assumed by, and continue to be the obligation of, the Surviving Corporation.

and it is further

RESOLVED, that the proper officer of the Company be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said Subsidiary, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by the Company in accordance with the laws of the Commonwealth of Massachusetts, under which the Company was organized.

FIFTH: (a) The total number of shares of stock which the Company has authority to issue is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
Common	4,000,000	\$2.50 Par Value

(b) The total number of shares of stock which Subsidiary has authority to issue is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
Common	6,000,000	\$.01 Par Value
Preferred	1,000	\$.01 Par Value

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Company at any time prior to the time that this Certificate is filed with the Secretary of State.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by James R. Riedman, its Chairman and Chief Executive Officer, this 10th day of May, 2002.

**DANIEL GREEN COMPANY**

By: /s/ James R. Riedman  
 James R. Riedman  
 Chairman and Chief Executive Officer

FEDERAL IDENTIFICATION NO. 15-0327010 FEDERAL IDENTIFICATION NO. \_\_\_\_\_

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF ~~CONSOLIDATION~~ / MERGER (General Laws, Chapter 156B, Section 79)

Examiner

~~Consolidation~~ / Merger of

DANIEL GREEN COMPANY AND  
PHOENIX FOOTWEAR GROUP, INC.

RECEIVED  
MAY 10 2002  
CORPORATION DIVISION

the constituent corporations, into

PHOENIX FOOTWEAR GROUP, INC.

A new corporation / ~~new corporation~~ organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / merger determined pursuant to the agreement of ~~consolidation~~ / merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

3. (For a merger)

The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

(For a consolidation)

(a) The purpose of the ~~resulting~~ corporation is to engage in the following business activities:

C   
P   
M   
RA

SECRETARY OF THE  
CORPORATION DIVISION  
02 MAY 10 PM 3:22

*Delete the inapplicable words.*  
Notes: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions in more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue:

WITHOUT PARVALUE		WITH PARVALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 6 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the "resulting / surviving corporation.

(a) The street address of the "resulting / surviving corporation in Massachusetts is: (post office boxes are not acceptable)

If there are no provisions state "None".

FORM NO. 100-100-0000-0000

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(b) The name, residential address and post office address of each director and officer of the "resulting / "surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the "resulting / "surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the "resulting / "surviving corporation is:

Items 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The "resulting / "surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the "resulting / "surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FORMASSACHUSETTS CORPORATIONS

Chairman & CEO

The undersigned ~~President~~ ~~Vice President~~ and ~~Clerk~~ / "Assistant Clerk of Daniel Green Company, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of "consolidation / "merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Chairman & CEO / ~~V.P.~~  
~~President~~ / ~~Vice President~~

James E. Riedman

Clerk / "Assistant Clerk

Harry P. Messina, Jr.

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, Chairman & CEO and Assistant Secretary

of Phoenix Footwear Group, Inc., a corporation organized under the laws of

Delaware further state under the penalties of perjury that the agreement of "consolidation /

"merger has been duly adopted by such corporation in the manner required by the laws of Delaware

\*Delete the inapplicable words.  
Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.  
Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.  
MADR - 12/2/00 C.T.S. (Amended)

James E. Riedman - Chairman & CEO  
Harry P. Messina, Jr. - Assistant Secretary



THE COMMONWEALTH OF MASSACHUSETTS  
ARTICLES OF \*CONSOLIDATION / \*MERGER  
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of \*Consolidation / \*Merger and,  
the filing fee in the amount of \$ \_\_\_\_\_, having been paid,  
said articles are deemed to have been filed with me this \_\_\_\_\_  
day of \_\_\_\_\_, 20 \_\_\_\_\_.

Effective date \_\_\_\_\_

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

\_\_\_\_\_  
C T Corporation System  
\_\_\_\_\_  
101 Federal Street  
\_\_\_\_\_  
Boston, MA 02110  
\_\_\_\_\_  
Telephone: \_\_\_\_\_ 617-675-6400