

04-07-2003



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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):

Pine State Knitwear Company, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: February 14, 2001

2. Name and address of receiving party(ies)

Name: PSK, Inc.

Internal Address:

Street Address: 630 West Independence Blvd City: Mt. Airy State: NC 27030

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State North Carolina 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)

B. Trademark Registration No.(s) 1,332,266; 1,429,352; 1,612,987; 1,693,177; 1,737,688

Additional number(s) attached Yes No

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

Name: Andrew Roppel, Esquire

Internal Address:

Street Address: Kilpatrick Stockton, LLP 1001 West Fourth Street

Winston-Salem NC 27101 City: State: Zip:

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

- 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.

Andrew Roppel Name of Person Signing

Andrew Roppel Signature

March 31, 2003 Date

Total number of pages including cover sheet, attachments, and document: 8

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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State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER
FOREIGN AND DOMESTIC BUSINESS CORPORATION

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic business corporation and one or more foreign business corporations.

1. The name of the surviving corporation is PSK, Inc.,
a corporation organized under the laws of North Carolina; the name of the merged corporation is PINE STATE KNITWEAR COMPANY, INC., a corporation organized under the laws of Indiana.
2. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation (check either a or b, as applicable):
a. Shareholder approval was not required for the merger.
b. Shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
4. With respect to the merged corporation (check either a or b, as applicable):
a. Shareholder approval was not required for the merger.
b. Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party.
6. Each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
7. These articles will be effective upon filing, unless a delayed date and/or time is specified: February 14, 2001

As of This is the 14th day of February, 20 01.

PSK, Inc.

Name of Corporation

H. Lindsay Holcomb, Jr.
Signature

H. Lindsay Holcomb, Jr. President
Type or Print Name and Title

Notes:

(Revised January 2000)

B-12

CORPORATIONS DIVISION
0622

P. O. BOX 29622

RALEIGH, NC 27626-

Form

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REEL: 002706 FRAME: 0785

PLAN OF MERGER

This Plan of Merger is dated February 14, 2001 by and between PSK, Inc., a North Carolina Corporation and Pine State Knitwear Company, Inc., an Indiana corporation, such corporations being hereinafter collectively referred to as the "Constituent Corporations",

WITNESSETH

Whereas, PSK, Inc. is a corporation duly organized and existing under the laws of the State of North Carolina, having been incorporated on the date hereof, and having authorized capital stock of 100,000 shares of common stock, no par value (the "PSK, Inc. Common Stock"), of which one share is issued and outstanding, and the holders of all such shares are entitled to vote on this Plan of Merger; and

Whereas, Pine State Knitwear Company, Inc. is a corporation duly organized and existing under the laws of the State of Indiana, having been incorporated on or about February 24, 1986 and having an authorized capital stock of 1,000 shares of common stock, no par value (the "Pine State Knitwear Company, Inc. Common Stock"), of which four shares are issued and outstanding and all such shares are entitled to vote on this Plan of Merger; and

Whereas, the respective boards of directors and shareholders of PSK, Inc. and Pine State Knitwear Company, Inc. deem it advisable and for the best interests of said Constituent Corporations that Pine State Knitwear Company, Inc. be merged with and into PSK, Inc, with PSK, Inc. as the surviving Corporation as authorized by the statutes of the State of North Carolina under and pursuant to the terms and conditions hereinafter set forth, and for the shares of capital stock of Pine State Knitwear Company, Inc. issued and outstanding at the Effective Date (as hereinafter defined) to be converted into shares of PSK, Inc. stock, no par value and each such board and all shareholders of each Constituent Corporation have duly approved this Plan of Merger (this "Plan"); and

Now, therefore, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the mode of carrying the same into effect, the manner and basis of converting the shares of each Constituent Corporation into shares of the Surviving Corporation and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the conditions hereinafter set forth, as follows:

ARTICLE I

MERGER AND NAME OF SURVIVING CORPORATION :

At the Effective Date, as hereinafter defined, Pine State Knitwear Company, Inc., shall be merged with and into PSK, Inc., which is hereby designated as the "Surviving Corporation", which is a recently formed corporation, which shall continue its corporate existence as a North Carolina corporation to be governed by the laws of the State of North Carolina, which shall, immediately after the merger change its name to Pine State Knitwear Company, Inc. and which shall maintain a registered office in the State of North Carolina.

ARTICLE II

TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

- (a) At the Effective Date:
- (1) The Constituent Corporations shall be a single corporation, which shall be PSK, Inc., the Corporation designated herein as the Surviving Corporation.
 - (2) The separate existence of Pine State Knitwear Company, Inc., an Indiana corporation, shall cease.
 - (3) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; and all and singular, the rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal and mixed, and all debts due to either Constituent Corporation on whatever account as well for stock subscriptions as all other things in action, or belonging to each Constituent Corporation shall be vested in the Surviving Corporation; and all property, rights, privileges, power and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding whether civil, criminal

or administrative, pending by or against either Constituent Corporation shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

(4) All corporate acts, plans, policies, contracts, approvals and authorizations of Pine State Knitwear Company, Inc. and its Stockholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Pine State Knitwear, Inc.

(5) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

(a) The board of directors and the officers of PSK, Inc. as of the Effective Date shall be:

Board of Directors:

Officers:

Hugh Lindsay Holcomb, Jr.
Alfred Smith Holcomb

President and Treasurer
Executive Vice President and
Assistant Secretary

Alfred Smith Holcomb, Jr.
Stephen W. Fussell
Gayle Holcomb

Vice President and Assistant Secretary
Vice President
Assistant Treasurer

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES AND RELATED PROVISIONS

The manner and basis of converting the issued and outstanding shares of each Constituent Corporation into shares of the Surviving Corporation and the mode of carrying the merger into effect are as follows:

(a) Each share of Pine State Knitwear Company, Inc. Stock outstanding at the Effective Date shall be converted into ten thousand shares of PSK, Inc. (the Surviving Corporation) without any action on the part of the holder thereof. After the Effective Date, each holder of an outstanding certificate or certificates which, prior thereto, represented shares of Pine State Knitwear Company, Inc. Common Stock shall be entitled, upon surrender thereof to receive in exchange

therefor a certificate or certificates representing the number of whole shares of PSK, Inc. stock into or for which his shares have been converted or exchanged;

(b) Immediately upon issuance of the share referenced in (a) above, the one share of PSK, Inc. which was originally issued to Pine State Knitwear Company, Inc. shall be redeemed for \$10.00 cash.

ARTICLE IV

CERTIFICATE OF INCORPORATION AND BY-LAWS

(a) The Certificate of Incorporation of PSK, Inc. as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the Certificate of Incorporation of the Surviving Corporation until amended in the manner provided by Law.

(b) The By-Laws of PSK, Inc. as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the By-Laws of the Surviving Corporation until amended in the manner provided by Law.

ARTICLE V

OTHER PROVISIONS WITH RESPECT TO MERGER

(a) This plan shall be submitted to the Stockholders of each Constituent Corporation as provided by the applicable laws of the State of North Carolina. After the approval or adoption thereof by the Stockholders of each Constituent Corporation in accordance with the requirements of the laws of the State of North Carolina and Indiana, all required documents shall be executed filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes, of the State of North Carolina.

(b) This plan may be terminated at any time prior to the Effective Date, whether before or after action thereon by the Stockholders of the Constituent Corporations, by mutual consent of the Constituent Corporations, expressed by action of their respective boards of directors.

ARTICLE VI

APPROVAL AND EFFECTIVE TIME OF THE MERGER

(a) The merger shall become effective when all the following actions shall have been taken:

- (1) this plan shall be adopted and approved on behalf of each Constituent Corporation in accordance with the North Carolina Business Corporation Act; and

(2) Articles of Merger (with this Plan attached as part), setting forth the information required by, and executed and verified in accordance with, the North Carolina Business Corporation Act, shall be filed in the office of the Secretary of State of the State of North Carolina (the particular time and date at which such filing shall be accomplished being herein referred to as the "Effective Date")

(b) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original

(c) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of North Carolina.

(d) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals as of the 14th day of February, 2001.

ATTEST:

Alfred Smith Holcomb
SECRETARY

PARTIES:

PSK, Inc.

By: H. Lindsay Holcomb, Jr.
H. LINDSAY HOLCOMB, JR., PRESIDENT

ATTEST:

Alfred Smith Holcomb
SECRETARY

Pine State Knitwear Company, Inc.


By: H. Lindsay Holcomb, Jr.
H. LINDSAY HOLCOMB, JR., PRESIDENT

STATE OF NORTH CAROLINA

COUNTY OF Surry

On this 13th day of February, 2001, before me personally came H. LINDSAY HOLCOMB, JR., to me known, who being by me duly sworn, did depose and says that he is the President of PSK, Inc., the Corporation described in and which executed the foregoing instrument, and the he signed his name thereto by order of the board of directors and shareholders of said Corporation.

My Commission Expires:
11-20-05

Betty J. Hamm
Notary Public
 NOTARY PUBLIC
BETTY J. HAMM
SURRY COUNTY, NC


STATE OF NORTH CAROLINA

COUNTY OF Surry

On this 13th day of February, 2001, before me personally came H. LINDSAY HOLCOMB, JR., to me known, who being by me duly sworn, did depose and says that he is the President of PINE STATE KNITWEAR COMPANY, INC., the Corporation described in and which executed the foregoing instrument, and the he signed his name thereto by order of the board of directors and shareholders of said Corporation.

My Commission Expires:
11-20-05

Betty J. Hamm
Notary Public

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BETTY J. HAMM
SURRY COUNTY, NC

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