

FORM PTO-1584 (Modified)
(Rev. 10/02)
OMB No. 0651-0027 (exp. 8/30/2005)
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No.:

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Crews, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Tennessee**
 Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Shelby Group International, Inc.**

Internal Address: _____

Street Address: **5321 E. Shelby Drive**

City: **Memphis** State: **TN** ZIP: **38118**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Tennessee**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from:
Additional name(s) & address(es) Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **14 January 2004**

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

A. Trademark Application No.(s)

See Exhibit 1

Additional numbers

B. Trademark Registration No.(s)

See Exhibit 1

Yes No

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

Name: **Ronald E. Greigg**

Internal Address: _____

Street Address: **1423 Powhatan Street, Unit One**

City: **Alexandria** State: **VA** ZIP: **22314**

6. Total number of applications and registrations involved:..... **47**

7. Total fee (37 CFR 3.41):.....\$ **\$1,190.00**

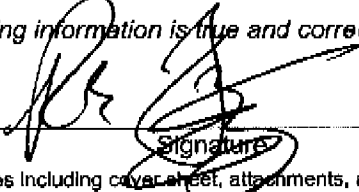
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

07-2100

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.

Ronald E. Greigg  **14 January 2004**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **7**

Mail documents to be recorded with required cover sheet information to:
Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

CIH \$1190.00 072100 76492197

EXHIBIT 1

Serial Number	Registration Number	Word Mark
78121853	2801400	CREWS MEDALLION COLLECTION
76492197		RHAPSODY
76492195		DESPERADO
76040881	2727584	CHECKMATE
76040882	2724864	TRIWEAR
76492199		HOMBRE
76492198		JERICO
76492196		AVALANCHE
76452889		BANSHEE
76452888		KLONDIKE
76429905		BEAR KAT
76492182		RUBICON
76040880	2660201	WE NEVER LOSE SIGHT OF SAFETY
76040898	2583357	CREWS COLLEGIATE COLLECTION
76311011	2570081	TOMAHAWK
75903833		LINC
75542142	2607785	TREMOR
75375022	2559100	STRATOS
75881759	2528333	ZX
75512895	2394014	DURAMASSAF4
75505274	2488050	DEUCE
75501168	2406842	RT2
75500904	2418001	BLACKJACK
75295599	2450387	FLASH-PRO
75294758	2248643	Miscellaneous Design
75131448	2316905	DURAMASS
75116943	2139634	RATTLER
74512252	2131417	RXOPTION
74725952	2152759	STORM
74725953	2088160	SNAKESKINS
74596331	2057878	FROSTBITE
74725954	2039507	TAHOE
74679283	2036171	EXCALIBUR
74528356	2019571	VERDICT
74705145	2249861	TACOMA
74580348	2120171	SHILOH
74432324	1881338	YUKON
74374746	1879140	SLX
74374745	1901155	DLX
74374744	1879139	ADVANTAGE
74374743	1917188	PRODIGY
74374713	1816728	ZX
74134150	1829790	CONTRACTOR
73784449	1560685	CREWS
73761892	1549948	FOREMAN
73750554	1546181	ENGINEER
73750251	1531817	INNOVATOR

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 01/08/2004
REQUEST NUMBER: 04008520

CHARTER/QUALIFICATION DATE: 11/14/1984
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0148597
JURISDICTION: TENNESSEE

TO:
KROLL DOCUMENT FILING
1900 CHURCH ST
STE 400
NASHVILLE, TN 37203

REQUESTED BY:
KROLL DOCUMENT FILING
1900 CHURCH ST
STE 400
NASHVILLE, TN 37203

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"SHELBY GROUP INTERNATIONAL, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION		
			NAM	DUR	STK PRN OFC AGT INC MAL FYC
4979-0315	12/09/2003	MERGER			

FOR: REQUEST FOR COPIES

ON DATE: 01/08/04

FROM:
KROLL DOCUMENT FILING & RETRIEVAL SVCS
1900 CHURCH STREET
SUITE 400
NASHVILLE, TN 37203-0000

FEES	
RECEIVED:	\$80.00 \$0.00
TOTAL PAYMENT RECEIVED:	\$80.00

RECEIPT NUMBER: 00003402506
ACCOUNT NUMBER: 00442386



RILEY C. DARNELL
SECRETARY OF STATE

TRADEMARK
REEL: 002777 FRAME: 0939

ARTICLES OF MERGER

BY AND BETWEEN
SHELBY GROUP INTERNATIONAL, INC.
AND
CREWS, INC.

Pursuant to the provisions of Section 48-21-107 of the Tennessee Business Corporation Act (the "Act"), SHELBY GROUP INTERNATIONAL, INC., a Tennessee corporation ("Shelby Group"), and CREWS, INC., a Tennessee corporation, ("Crews, Inc."), collectively referred to as the "Merging Corporations", adopt the following Articles of Merger for the purpose of merging Crews, Inc. with and into Shelby Group:

1. The Plan of Merger, that has been approved by each of the Merging Corporations in the manner prescribed by the Act is set forth in Exhibit A, attached hereto and incorporated for all purposes into these Articles of Merger the same as if fully copied and set forth at length.
2. As to Crews, Inc., the Plan of Merger, and the transactions contemplated thereby, was approved by the unanimous written consent of the sole voting shareholder of Crews, Inc. effective December 1, 2003.
3. As to Shelby Group, the Plan of Merger, and the transactions contemplated thereby, was approved by the unanimous written consent of the sole voting shareholder of Shelby Group effective December 1, 2003.
4. The name of the surviving corporation is Shelby Group International, Inc.
5. No amendments or changes to the Certificate of Incorporation of Shelby Group shall be made.
6. As a result of the consummation of the merger contemplated by the Agreement and Plan of Merger, the authorized and issued capital stock of Crews, Inc. shall be converted into shares of the common stock, no par value, of Shelby Group, the surviving corporation.
7. The Effective Time of the Merger shall be 12:01 A.M., January 1, 2004, or, if these Articles shall not have been filed by such date and time, the actual date and time of the filing of these Articles of Merger.

11/19/2002 10:48:11 AM

Dated as of December 1, 2003.

Shelby Group International, Inc.

By:


Willard R. Crews, Jr., President

Crews, Inc.

By:

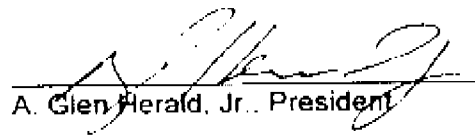

A. Glen Herald, Jr., President

EXHIBIT "A"
TO
ARTICLES OF MERCER
BY AND BETWEEN
SHELBY GROUP INTERNATIONAL, INC.
AND
CREWS, INC.

PLAN OF MERGER

- A. The name of each corporation planning to merge is:
- Crews, Inc., a Tennessee corporation ("Crews, Inc.")
 - Shelby Group International, Inc., a Tennessee corporation ("Shelby Group")
- B. The name of the Surviving Corporation is:
- Shelby Group International, Inc., a Tennessee corporation
- C. The terms and conditions of the merger are that, at the Effective Time and pursuant to the Tennessee Business Corporation Act (the "Tennessee Act"), Crews, Inc. shall be merged with and into Shelby Group (the "Merger") and Shelby Group shall survive the Merger as the Surviving Corporation; the corporate name of the Surviving Corporation shall not be changed; the corporate Charter of the Surviving Corporation shall be that of Shelby Group immediately prior to the Merger; and the separate existence and corporate organization of Crews, Inc. shall cease. Title to all properties, real, personal and mixed, tangible and intangible, owned by Crews, Inc., at the Effective Time of the Merger shall be vested in Shelby Group at that time; and all other assets and all liabilities of Crews, Inc. shall become assets and liabilities of Shelby Group at that time. Other terms and conditions of the Merger are set forth in that certain Agreement and Plan of Merger (the "Agreement") between Shelby Group and Crews, Inc. of which this Plan of Merger is a part.
- D. The manner and basis of converting the shares of the capital stock of Crews, Inc. is as follows:
- (1) All of the outstanding shares of common stock of Shelby Group at the Effective Time shall remain outstanding after the Effective Time as shares of the Surviving Corporation and shall be unaffected by the Merger.

01/14/04 11:38:13

- (2) Except as otherwise provided below, the one thousand (1,000) shares of the common stock of Crews, Inc., (consisting of twenty (20) voting shares and nine hundred eighty (980) non-voting shares, the "Crews, Inc. Common Stock") issued and outstanding at the Effective Time shall, as of the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, be converted into eight hundred (800) shares of common stock (i.e. sixteen (16) voting shares and seven hundred eighty-four (784) non-voting shares), no par value, of Shelby Group ("Shelby Group Common Stock").
- (3) Any and all shares of Crews, Inc. Common Stock held as treasury shares by Crews, Inc. shall be cancelled and retired at the Effective Time, and no consideration shall be issued in exchange therefor.
- (4) No fractional shares of Shelby Group Common Stock will be issued as a result of the Merger.
- (5) All of the shares of Shelby Group Common Stock issued and outstanding at the Effective Time shall remain issued and outstanding after the Effective Time and shall be unaffected by the Merger.
- E. If there are any inconsistencies between the provisions of the Plan of Merger and the provisions of the Agreement, the provisions of the Agreement shall prevail.
- F. There are no amendments or changes to be made in the Charter of the Surviving Corporation as a result of the Merger.
- G. The "Effective Time" of the Merger shall be the date and time specified in the Articles of Merger filed with the Secretary of State of the State of Tennessee.

H:\TS\CREWS\Merger with Shelby Group\Articles of Merger(1042).wpd