

FORM COVER SHEET TRADEMARKS ONLY

ATTY. DOCKET NO. 728/M

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

1. Name of conveying part(ies)
Buttonwood Corporation

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - North Carolina
- Other limited liability company

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

2. Name and address of receiving party(ies)

Name: Buttonwood Corporation

Internal Address: same as street address

Street Address: P.O. Box 2749

City/State/Zip: Carefree, Arizona 85377

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation State Nevada

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 attached? Yes No

3. Nature of Conveyance:

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

Effective Date June 13, 2000

4. Application Number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED

Additional numbers attached? Yes No

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

Name: Matthew J. Ladenheim, Esq.
ADAMS EVANS P.A.
2180 Two Wachovia Center
301 S. Tryon St.
Charlotte, NC 28282

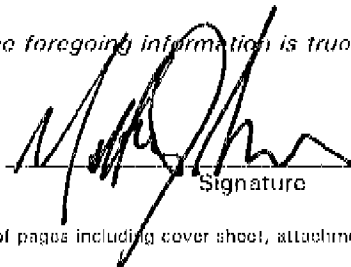
6. Total Number of applications and registrations involved: 25

7. Total Fee (37 C.F.R. 3.41) \$640.00
Please charge the requisite fee of \$640.00 for the above-requested assignment fee to the undersigned attorney's Deposit Account No. 01-0265. Also, please charge any other additional fee(s) to our Deposit Account No. 01-0265, if necessary.

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.

Matthew J. Ladenheim, Esq.
Name of Person Signing



Signature

March 11, 2004
Date

Total number of pages including cover sheet, attachments, and document: 6

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office, PO Box 1450, Alexandria, Virginia 22231-1450 on March 11, 2004. Date of Signature: March 11, 2004.

Signature: Lynda R. Williams
Lynda R. Williams

REGISTRATION NO.	MARK	DESCRIPTION
1,916,592	COMFOR-TOES	Word Mark
1,899,025	SAI	Word Mark
1,829,477	GRIME STOPPERS	Word Mark
1,826,958	WORKFORCE (Stylized Letters)	Stylized Word Mark
1,887,208	SUPER SOX	Word Mark
1,538,225	HOMESPUN	Word Mark
1,647,854	WORKFORCE	Word Mark
1,435,666	WOODMAN'S CHOICE	Word Mark
1,436,508	WOODMAN'S CHOICE + Design	The mark consists of the stylized wording "woodsman's" over the stylized wording "choice". To the right of the stylized wording is the graphic representation of a man's face.
1,156,470	WORKFORCE	Word Mark
1,428,507	MISCELLANEOUS Design	The mark consists of the graphic representation of a landscape containing a path or road, trees, a lake and a cabin. The landscape is confined within the parameters of an elongated oval.
1,149,011	THUNDERFOOT + Design	The mark consists of the stylized wording "THUNDERFOOT" with the graphic representation of a horizontal line both above and below the wording. The letter "R" in the word "THUNDERFOOT" is in the shape of a lightening bolt. The stylized wording and horizontal lines are superimposed on the graphic representation of a cloud.
1,016,773	SPORTSCORE	Word Mark
1,502,285	LOOKMAKERS	Word Mark
1,471,501	MR. SOX	Word Mark
1,612,121	"WALLY"	Word Mark
1,473,246	BETTERWEAR	Word Mark
1,425,827	LEGMAKERS	Word Mark
1,349,510	BAY HEAD	Word Mark

REGISTRATION NO.	MARK	DESCRIPTION
1,007,428	SUPERBILT	Word Mark
979,481	LOAF-ABOUTS	Word Mark
848,219	TOESTERS	Word Mark
833,400	FIRE HOSE	Word Mark
839,190	L'MISTY MISS (Stylized Letters)	Stylized Word Mark
1,465,590	MISCELLANEOUS Design	The mark consists of the graphic representation of a koala bear.

IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

JUL 10 2000
No. C18643-00
Dean Heller
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF MERGER
CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER
OF
BUTTONWOOD CORPORATION,
A NORTH CAROLINA CORPORATION,
WITH AND INTO
BUTTONWOOD CORPORATION,
A NEVADA CORPORATION

Daniel Brier certifies that:

1. He is the President and Secretary of Buttonwood Corporation, a Nevada corporation (the "Surviving Corporation"), and of Buttonwood Corporation, a North Carolina corporation (the "Merging Corporation").
2. The Agreement and Plan of Merger and Articles of Merger in the form attached was duly approved by the Board Of Directors and Shareholders of both the Surviving Corporation and the Merging Corporation.
3. There is only one (1) class of capital stock of each of the Surviving Corporation and the Merging Corporation. The number of outstanding shares for the Surviving Corporation is 1,000 and the number of outstanding shares for the Merging Corporation is 4,000; all of such shares are entitled to vote on the merger which is the subject hereof.
4. The shareholder approval was by the holders of 100% of the outstanding shares of each of the Surviving Corporation and the Merging Corporation which exceeds the majority vote required for approval and adoption thereof by each of the Merging Corporation and the Surviving Corporation.

The undersigned further declares under penalty of perjury under the laws of the State of Nevada that the matters set forth in this Certificate are true and correct and of the undersigned's own knowledge.

Dated as of the 15th day of June, 2000.

"SURVIVING CORPORATION":
BUTTONWOOD CORPORATION,
a Nevada corporation


"MERGING CORPORATION":
BUTTONWOOD CORPORATION,
a North Carolina corporation

By: *Daniel Brier*
Daniel Brier,
President & Secretary

By: *Daniel Brier*
Daniel Brier
President & Secretary

State of Arizona)
) ss.
County of Maricopa

This instrument was acknowledged before me on the 15th day of June, 2000, by Daniel Brier, as President and Secretary of Buttonwood Corporation, a Nevada corporation and as President and Secretary of Buttonwood Corporation, a North Carolina corporation.

 Megan Timonte
Notary Public
My Commission Expires Jan 13, 2003