

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Jerell, Inc.		04/24/2001	CORPORATION: NEVADA

RECEIVING PARTY DATA	
Name:	Jerell, Ltd.
Street Address:	Two Colinas Crossing
Internal Address:	11511 Luna Road
City:	Dallas
State/Country:	TEXAS
Postal Code:	75234
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2160295	STONEBRIDGE

CORRESPONDENCE DATA	
Fax Number:	(214)661-4899
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	daltmdept@bakerbotts.com
Correspondent Name:	Baker Botts L.L.P.
Address Line 1:	2001 Ross Avenue
Address Line 2:	Suite 600
Address Line 4:	Dallas, TEXAS 75201

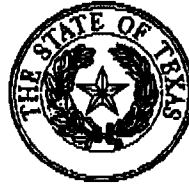
ATTORNEY DOCKET NUMBER:	069998.0678
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NAME OF SUBMITTER:	Pamela S. Ratliff
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Total Attachments: 3
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CH \$40.00 2160295

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Henry Cuellar
Secretary of State

Office of the Secretary of State

ENTITY:

JERELL, LTD.
Formerly: JERELL CLOTHING, LTD.

FILE NUMBER:

150631-10

DOCUMENT FILED:

CERTIFICATE OF MERGER

FILED: APRIL 24, 2001

EFFECTIVE: APRIL 24, 2001

This letter will acknowledge the receipt and filing of the above referenced document. The relevant statutory provision does not provide for a certificate of filing for this type of document and, therefore, this letter may be used as evidence of filing.

Corporations Section
Statutory Filings Division
512-463-5581

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REEL: 002828 FRAME: 0112

**ARTICLES OF MERGER
OF
JERELL, INC.
(a Nevada corporation)
INTO
JERELL CLOTHING, LTD.
(a Texas limited partnership)**

FILED
In the Office of the
Secretary of State of Texas

APR 24 2001

Corporations Section

The undersigned entities certify the following Articles of Merger adopted for the purpose of effecting a merger in accordance with Section 2.11 of the Texas Revised Limited Partnership Act (the "TRLPA").

1. The name, organizational form and state of organization of each of the parties to the merger are:


<u>Name of Entity</u>	<u>Form of Organization</u>	<u>State of Organization</u>
Jerell, Inc.	Corporation	Nevada
Jerell Clothing, Ltd.	Limited Partnership	Texas


2. A plan of merger has been approved by Jerell, Inc., a Nevada corporation ("Jerell Nevada"), in accordance with Nevada law, and by Jerell Clothing, Ltd., a Texas limited partnership ("Jerell Texas"), in the manner prescribed in its Agreement of Limited Partnership, providing for the merger of Jerell Nevada with and into Jerell Texas.
3. Pursuant to the plan of merger, the separate existence of Jerell Nevada shall cease and Jerell Texas, as the surviving entity, shall continue its existence under the laws of the State of Texas and the Certificate of Limited Partnership of Jerell Texas. The merger shall effect an amendment of Paragraph 1 of the Certificate of Limited Partnership of Jerell Texas to change the name of the surviving entity to "Jerell, Ltd."
4. An executed copy of the plan of merger is on file at the principal place of business of Jerell Texas at 1431 Regal Row, Dallas, Texas 75247-3672.
5. A copy of the plan of merger has been furnished by Jerell Texas to each of its partners at least 20 days prior to the date hereof unless waived by that partner.
6. A copy of the plan of merger will be furnished by Jerell Texas, on written request and without cost, to any shareholder of Jerell Nevada and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

- 7. The plan of merger and the performance of its terms were duly authorized by all action required by the respective laws under which Jerell Nevada and Jerell Texas were organized and by their respective constituent documents.
- 8. Jerell Texas, as the surviving entity, will be responsible for the payment of all fees and franchise taxes of Jerell Nevada as required by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid.
- 9. The merger shall be effective as of January 31, 2001.


IN WITNESS WHEREOF, Jerell Nevada and Jerell Texas have executed these Articles of Merger to be effective as of the date set forth above.

JERELL, INC.

By: 
 J. M. Haggard, III, Chief Executive Officer

By: 
 David M. Tehle, Secretary

JERELL CLOTHING, LTD.

By: 
 Frank D. Bracken, President of Jerell Clothing Management, Inc.