

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

MERGER

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
High 5 Sportswear, Inc.		12/01/2003	CORPORATION: GEORGIA

## RECEIVING PARTY DATA

Name:	High 5 Sportswear, Inc.
Street Address:	18200 Segale Park Drive B
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98188
Entity Type:	CORPORATION: WASHINGTON

## PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	76553747	HIGH 5
Serial Number:	76551458	HIGH 5
Registration Number:	2655715	HIGH 5 SPORTSWEAR
Registration Number:	1826408	HIGH 5 SPORTSWEAR

## CORRESPONDENCE DATA

Fax Number: (202)659-1559

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (202) 659 - 6944

Email: MBergsman@dickinsonwright.com

Correspondent Name: Marc A. Bergsman

Address Line 1: 1901 L Street, N.W.

Address Line 2: Suite 800

Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:

070215-00008

NAME OF SUBMITTER:

Marc A. Bergsman

OP \$115.00 76553747

900007819

TRADEMARK  
REEL: 002844 FRAME: 0038

**Total Attachments: 7**

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**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 033360574  
CONTROL NUMBER : 0045851  
EFFECTIVE DATE : 12/01/2003  
REFERENCE : 0045  
PRINT DATE : 12/30/2003  
FORM NUMBER : 411

RHODES & ENOCH, PC  
1450 GREENE ST.  
SUITE 105  
AUGUSTA GA 30901

**CERTIFICATE OF MERGER**

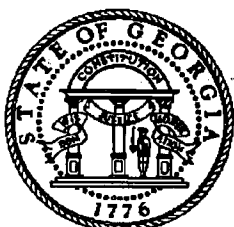
I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

**Surviving Entity:**

**HIGH 5 SPORTSWEAR, INC., A WASHINGTON CORPORATION**

**Nonsurviving Entity/Entities:**

**HIGH 5 SPORTSWEAR, INC., A GEORGIA CORPORATION**



  
CATHY COX  
SECRETARY OF STATE

33360514

ARTICLES OF MERGER OF  
HIGH 5 SPORTSWEAR, INC., a Georgia Corporation  
AND  
HIGH 5 SPORTSWEAR, INC., a Washington Corporation

45851

Pursuant to the provisions of the Georgia Business Corporation Code and the Washington Business Corporation Act, the undersigned corporations adopt the following articles of merger and articles of amendment:

Article I

The plan of merger is as follows: See Exhibit "A" attached hereto.

Article II

As to the absorbed corporation, the plan was adopted by a consent in writing signed by the holders of outstanding shares having not less than the minimum number of votes necessary to adopt such plan as provided by the Articles of Incorporation of the absorbed corporation and RCW 238.11.030. As to the surviving corporation, shareholder approval was not required as provided by RCW23B.11.30(7) and O.C.G.A. § 14-2-1103(h).

In witness whereof, the undersigned corporations have caused these articles of merger and articles of amendment to be executed in their name by their president, and attested by their secretary.

This 25 day of November, 2003.

HIGH 5 SPORTSWEAR, INC.  
(a Washington Corporation)  
[SEAL]

By: [Signature]  
As its: [Signature]

Attest: [Signature]

HIGH 5 SPORTSWEAR, INC.  
(a Georgia Corporation)  
[SEAL]

By: [Signature]  
As its: [Signature]

Attest: [Signature]  
CORPORATIONS DIVISION  
2003 NOV 26 A 11:15  
SECRETARY OF STATE

## PLAN OF MERGER

Plan of merger dated November 25, 2003, between HIGH 5 SPORTSWEAR, Inc., a Washington corporation, called the "surviving corporation," and HIGH 5 SPORTSWEAR, INC., a Georgia corporation, called the "absorbed entity".

### Stipulations

A. HIGH 5 SPORTSWEAR, Inc., a Washington corporation is a corporation organized and existing under the laws of the State of Washington, with its principal office at 18200 Segale Park Drive, Tuckwila, Washington 98188

B. HIGH 5 SPORTSWEAR, Inc., a Washington corporation has a capitalization of 1000 authorized shares of no par value common stock, of which no shares are issued and outstanding.

C. HIGH 5 SPORTSWEAR, INC. is a Georgia corporation organized and existing under the laws of the State of Georgia with its principal office at 425 Park Twenty W. Drive, Grovetown, Georgia 30813

D. HIGH 5 SPORTSWEAR, INC., a Georgia corporation has a capitalization of 1,000 authorized shares of no par value common stock, of which 100 shares are issued and outstanding.

E. The boards of directors and shareholders of the constituent entities deem it desirable and in the best business interest of the entities and their shareholders and members that HIGH 5 SPORTSWEAR, INC., a Georgia corporation be merged into HIGH 5 SPORTSWEAR, Inc., a Washington corporation pursuant to the provisions of the Georgia Business Corporation Code and the Washington Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of the Internal Revenue Code.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent entities agree as follows:

### Section One

#### Merger

HIGH 5 SPORTSWEAR, INC., a Georgia corporation shall merge with and into HIGH 5 SPORTSWEAR, Inc., a Washington corporation which shall be the surviving corporation.

## Section Two

### Terms and Conditions

On the effective date of the merger, the separate existence of the absorbed entity shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed entity, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed entity, and neither the rights of creditors nor any liens on the property of the absorbed entity shall be impaired by the merger.

## Section Three

### Conversion of Membership Interests

The manner and basis of converting the shares of the absorbed entity into shares of the surviving corporation is as follows:

(a) Each share of HIGH 5 SPORTSWEAR, INC., a Georgia corporation common stock existing on the effective date of the merger shall be converted into 1 share of the no par value common stock of HIGH 5 SPORTSWEAR, Inc., a Washington corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each owner of shares of common stock in the absorbed entity shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of the shares of common stock of the absorbed corporation, the surviving corporation in exchange shall issue certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which the holder is entitled as provided above.

(c) Shareholders in the absorbed entity shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

## Section Four

### Changes in Articles of Incorporation

The articles of incorporation of the surviving corporation shall continue in full force and effect as the articles of incorporation following the effective date of the merger.

## Section Five

## Changes in Bylaws

The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

## Section Six

### Directors and Officers

The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

## Section Seven

### Prohibited Transactions

Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed entity and surviving corporation may take all action necessary or appropriate under the laws of the State of Georgia and the State of Washington to consummate this merger.

## Section Eight

### Approval by Shareholders and Members

This plan of merger shall be submitted for the approval of the shareholders and members of the constituent entities in the manner provided by the applicable laws of the State of Georgia and the State of Washington at meetings to be held on or before December 1, 2003, or at such other time as to which the boards of directors of the constituent entities may agree.

## Section Nine

### Effective Date of Merger

The effective date of this merger shall be December 1, 2003.

## Section Ten

### Abandonment of Merger

The plan of merger may be abandoned by action of the board of directors or members (as the case may be) of either the surviving corporation or the absorbed entity at any time prior to the effective date in the event the acquisition contemplated by this plan of merger is terminated.

Section Eleven

Execution of Agreement

This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

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SECRETARY OF STATE  
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SECRETARY OF STATE



IN WITNESS WHEREOF, the parties have duly executed this Plan of Merger as of the date first written above.

HIGH 5 SPORTSWEAR, INC.  
(a Georgia Corporation)

[SEAL]

By: \_\_\_\_\_

As its \_\_\_\_\_

Attest: \_\_\_\_\_

HIGH 5 SPORTSWEAR, INC.  
(a Washington Corporation)

[SEAL]

By: \_\_\_\_\_

As its \_\_\_\_\_

Attest: \_\_\_\_\_

SECRETARY OF STATE  
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CORPORATIONS DIVISION