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TRADEMARKS ONLY

Form PTO-1594 (Rev. 10/02)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Kent Apparel Inc., a Delaware corporation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Wormser Company
Internal
Address: Attn: John Hatherly
Street Address: 820 West Jackson, Suite 400
City: Chicago State: IL Zip: 60607
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 03/31/2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2312361; 2283569;
2278335
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Ungaretti & Harris, LLP
Internal Address: Attn: Jennifer R. Quinn


Street Address: 3500 Three First National Plaza
City: Chicago State: IL Zip: 60602

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Jennifer R. Quinn _____
Name of Person Signing  Signature 04/13/2004 Date
Total number of pages including cover sheet, attachments, and document: 13

04/16/2004 MGETACHE 00000188 2312361
01 FC:8521 40.00 OP
02 FC:8522 50.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002949 FRAME: 0641

CERTIFICATE OF MERGER

of

KENT APPAREL, INC.
(a Delaware corporation)

WITH AND INTO

WORMSER COMPANY.
(an Illinois corporation)

The undersigned corporation DOES HEREBY CERTIFY that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are:

(a) KENT APPAREL, INC., a Delaware corporation (the "Delaware Corporation"); and

(b) WORMSER COMPANY, an Illinois corporation (the "Illinois Corporation").

SECOND: As required by subsection (c) of Section 252 of the Delaware General Corporation Law, a Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations as follows: by the Illinois Corporation in accordance with the laws of the State of Illinois, and by the Delaware Corporation in accordance with the Delaware General Corporation Law.

THIRD: The surviving corporation of the merger is the Illinois Corporation, which, from and after the effective date of the merger, shall continue its existence as said surviving corporation under its present name.

FOURTH: The Articles of Incorporation of the Illinois Corporation shall be the Articles of Incorporation of the surviving corporation without change.

FIFTH: The executed Plan of Merger is on file at the principal place of business of the surviving corporation, which is located at 820 W. Jackson Boulevard, Suite 400, Chicago, Illinois 60607-2711.

SIXTH: A copy of the Plan of Merger will be furnished to any stockholder of any constituent corporation upon request and without cost.

SEVENTH: The Illinois Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Delaware Corporation, as well as for the enforcement of any obligation of the Illinois Corporation resulting arising from the Merger, including any suit or other

proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or proceedings, and hereby designates the following address to which the Secretary of State of the State of Delaware shall mail a copy of process in connection with any such suit or proceeding: 820 W. Jackson Boulevard, Suite 400, Chicago, Illinois 60607-2711.

EIGHTH: The authorized capital stock of the Illinois Corporation consists of 50,000 shares of Common Stock, par value \$0.10.


NINTH: This Certificate of Merger shall become effective immediately upon filing.

[signature page follows]

IN WITNESS WHEREOF, the surviving corporation has caused this Certificate of Merger to be executed by its duly authorized officer on the 31st day of March, 2004.

WORMSER COMPANY
an Illinois corporation

By:



John A. Hatherly, President

**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**

Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to the Secretary of State.

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

FILED

APR 02 2004

**JESSE WHITE
SECRETARY OF STATE**

File # 3115-892-3 Filing Fee: \$ 100.00 Approved: *lt*

Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~^{merge}, and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Kent Apparel, Inc.</u>	<u>Delaware</u>	<u>3692369</u>
<u>Wormser Company</u>	<u>Illinois</u>	<u>31158923</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~^{surviving} corporation: Wormser Company
~~acquiring~~

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~^{merger} is as follows:
~~exchange~~

See Attached Exhibit A

5. Plan of ~~consolidation~~ ^{merger} was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
Wormser Company	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
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-----	-----	-----
-----	-----	-----
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b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

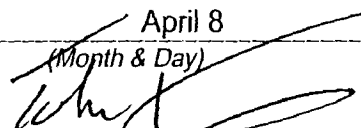
(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated April 8, 2004
(Month & Day) (Year)

(Any authorized officer's signature)

Kent Apparel, Inc.
(Exact Name of Corporation)

John A. Hatherly, President
(Type or Print Name and Title)

Dated April 8, 2004
(Month & Day) (Year)

(Any authorized officer's signature)

Wormser Company
(Exact Name of Corporation)

John A. Hatherly, President
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

(Any authorized officer's signature)

(Exact Name of Corporation)

(Type or Print Name and Title)

**PLAN OF MERGER
OF
KENT APPAREL, INC., A DELAWARE CORPORATION
WITH AND INTO
WORMSER COMPANY, AN ILLINOIS CORPORATION**

This Plan of Merger (this "Plan") is made as of March 31, 2004, by and between Kent Apparel Inc., a Delaware corporation ("KENT") and Wormser Company, an Illinois corporation ("WORMSER").

WHEREAS, KENT and WORMSER desire to merge KENT with and into WORMSER with WORMSER continuing as the surviving corporation following the Merger (as defined below) under the name "Wormser Company"

NOW, THEREFORE, in consideration of the agreements contained herein and intending to be legally bound, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as defined below), KENT shall be merged with and into WORMSER (the "Merger"), after which WORMSER shall continue as the surviving corporation of the Merger (the "Surviving Corporation"). From and after the Effective Time, the separate corporate existence of KENT shall cease, and WORMSER as the Surviving Corporation shall possess and be vested with all the rights, powers, privileges, franchises and immunities of each of KENT and WORMSER, all their property, real, personal and mixed, and all debts due or other things in action belonging either to KENT or WORMSER on whatever account, and all debts, liabilities and duties of each of KENT or WORMSER on whatever account, and all debts, liabilities and duties of each of KENT and WORMSER 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.

2. Name, Certificate of Incorporation and Bylaws.

(i) The name of the Surviving Corporation shall be "Wormser Company"

(ii) From and after the Effective Time, until such time as it may be amended, the Articles of Incorporation of WORMSER shall be the Articles of Incorporation of the Surviving Corporation.

(iii) From and after the Effective Time, until such time as they may be amended, the Bylaws of WORMSER that were in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

3. Directors and Officers. The directors and officers of WORMSER in office at the Effective Time shall be the directors and officers of the Surviving

Corporation after the Effective Time, until their successors have been duly elected and qualified.

4. Conversion of Shares. At the Effective Time each share of the common stock of KENT (the "Common Stock"), issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into and become one validly issued, fully paid and nonassessable share of the common stock of the Surviving Corporation. Each certificate representing, immediately prior to the Effective Time, outstanding shares of KENT Common Stock shall be deemed for all purposes prior to the surrender thereof to evidence ownership of the same number of shares of common stock of the Surviving Corporation after the Effective Time.

5. Approval and Adoption. The Boards of Directors of KENT and WORMSER have approved the merger of KENT and WORMSER upon the terms and conditions set forth herein, both in the manner provided in Section 252(c) of the Delaware General Corporation Law, as amended (the "DGCL") and Section 5/11.05 of the Illinois Business Corporation Act of 1983, as amended (the "ILBCA"). The Plan was adopted by the shareholders of KENT by written consent, in accordance with Section 251 of the DGCL and by the shareholders of WORMSER by written consent, in accordance with Section 5/11.20 of the ILBCA.

6. Effective Time. The parties shall promptly prepare and present for filing a Certificate of Merger (the "Certificate of Merger") in accordance with Section 252(c) of the DGCL and Articles of Merger (the "Articles of Merger") in accordance with Section 5/11.25 of the ILBCA. The parties shall take all appropriate action so that the Merger shall become effectively immediately upon the filing of both the Certificate of Merger and the Articles of Merger with the Secretary of the State of Delaware and the Secretary of the State of Illinois, respectively, (the date and time at which both such filings shall have been completed being referred to herein as the "Effective Time").

7. Termination. This Plan may be terminated and the Merger abandoned at any time prior to the Effective Time by mutual consent of the respective Boards of Directors of KENT and WORMSER.


8. Further Action. KENT and WORMSER each agrees to take whatever action may be necessary or desirable to consummate the Merger. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its rights, title or interest in, to or under any of the rights, properties or assets of KENT acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan, KENT and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and

the Surviving Corporation are fully authorized in the name of KENT or otherwise to take any and all such actions.

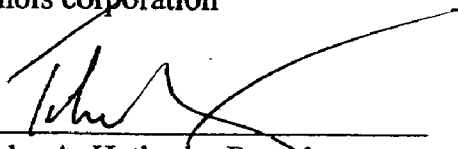
[signature page follows]

IN WITNESS WHEREOF, this Plan has been executed as of the date first written above.

KENT APPAREL, INC.
a Delaware corporation

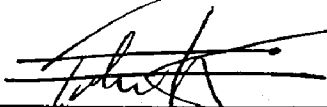
By: 
Its: President

WORMSER COMPANY
an Illinois corporation

By: 
John A. Hatherly, President

I, Robert Ueda, the Secretary of Kent, Inc., a Delaware corporation, do hereby certify that this Plan of Merger has been adopted pursuant to Section 252 of the Delaware General Corporation Law.

Dated: March 31, 2004


Robert Ueda
Secretary of Kent, Inc.