

**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
U.S. Mills, Inc.		08/25/1999	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	U.S. Mills, Inc.
Street Address:	200 Reservoir Street
City:	Needham
State/Country:	MASSACHUSETTS
Postal Code:	02494
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2219627	COCOMOTION
Registration Number:	1878790	UNCLE SAM

CORRESPONDENCE DATA

Fax Number: (617)646-8646  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 617-646-8000  
 Email: kyost@wolfgreenfield.com  
 Correspondent Name: Douglas R. Wolf  
 Address Line 1: 600 Atlantic Avenue  
 Address Line 2: Wolf Greenfield  
 Address Line 4: Boston, MASSACHUSETTS 02210

ATTORNEY DOCKET NUMBER:	E0137.40001US00
NAME OF SUBMITTER:	Karen Yost

Total Attachments: 7  
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# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

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## ARTICLES OF \*CONSOLIDATION /\*MERGER (General Laws, Chapter 156B, Section 78)

\*Consolidation / \*merger of

(A) USM Acquisition Corp.

and

(C) U.S. Mills, Inc.

the constituent corporations, into

(S) U.S. Mills, Inc.

\*a new corporation / \*one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of \*consolidation / \*merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by Subsection (d) thereof. The \*resulting / \*surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the \*consolidation / \*merger determined pursuant to the agreement of \*consolidation / \*merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

\*\*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

C  
P  
M  
R.A.

\*Delete the inapplicable word      \*\*If there are no provisions state "None"  
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

a consolidation)

The purpose of the resulting corporation is to engage in the following business activities:

State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series established.

The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

there are no provisions state "None".

information contained in Item 4 is not a permanent part of the Articles of Organization of the \*resulting / \*surviving corporation.

street address of the \*resulting / \*surviving corporation in Massachusetts is: (post office boxes are not acceptable)  
10 Reservoir St., Needham, MA 02194

name, residential address, and post office address of each director and officer of the \*resulting / \*surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
Charles T. Verde	69 Standish Cr., Wellesley, MA	
Charles T. Verde	69 Standish Cr., Wellesley, MA	
Lynette C. Fallon	39 Goodhue St., S. Hamilton, MA 01982	
Charles T. Verde	(same as above)	
Steven J. Roth	192 East Emerson Rd., Lexington, MA 02420	
Cynthia C. Davis	11 Tennyson Road, Wellesley, MA 02461	

fiscal year (i.e. tax year) of the \*resulting / \*surviving corporation shall end on the last day of the month of: \_\_\_\_\_

name and business address of the resident agent, if any, of the \*resulting / \*surviving corporation is:  
Not Applicable

designated officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of \*consolidation / \*merger has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter Section 78.

*Steven J. Roth* \_\_\_\_\_ \*President / \*Vice President  
*Lynette C. Fallon* \_\_\_\_\_ \*Clerk / \*Assistant Clerk

Acquisition Corp. \_\_\_\_\_  
 (Name of constituent corporation)  
*Charles T. Verde* \_\_\_\_\_ \*President / \*Vice President  
*Cynthia C. Davis* \_\_\_\_\_ \*Clerk / \*Assistant Clerk

Mills, Inc. \_\_\_\_\_  
 (Name of constituent corporation)

the inapplicable words.

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THE COMMONWEALTH OF MASSACHUSETTS  
ARTICLES OF \*CONSOLIDATION / \*MERGER  
(General Laws, Chapter 156B, Section 78)

I hereby approve the within Articles of \*Consolidation / \*Merger and  
the filing fee in the amount of \$ 250.00 having been paid.  
said articles are deemed to have been filed with me this 25th  
day of August, 19 99.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

SECRETARY OF  
THE COMMONWEALTH  
99 AUG 25 PM 3:30

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

Cynthia A. Hunt, Legal Assistant Coordinator  
Palmer & Dodge LLP  
One Beacon Street, Boston, MA 02108  
Telephone: (617) 573-0193

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

U.S. MILLS, INC.

INTO

USM HOLDINGS, INC.

\*\*\*\*\*

USM Holdings, Inc., a corporation organized and existing under the laws of Delaware,  
DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 27<sup>th</sup> day of July, 1999, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of U.S. Mills, Inc. a corporation incorporated on the 12<sup>th</sup> day of December, 1987, pursuant to the General Laws of the Commonwealth of Massachusetts.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 2<sup>nd</sup> day of December, 2000, determined to merge into itself said U.S. Mills, Inc. ("Mills"):

WHEREAS: The Corporation owns all of the outstanding voting common stock of U.S. Mills, a Massachusetts corporation ("Mills");

WHEREAS: Section 253 of the General Corporations Law of the State of Delaware authorizes the merger of a wholly owned subsidiary with and into its parent corporation; and

WHEREAS: The Shareholders and Directors of the Corporation believe it is advisable and in the best interests of the Corporation that Mills be merged with and into the Corporation.

NOW, THEREFORE, be it

RESOLVED: That the merger of the Corporation and Mills is hereby approved.

RESOLVED: That the Agreement of Merger (the "Agreement of Merger") providing for the merger of Mills with and into the Corporation, in substantially the form annexed as Exhibit A hereto, be and hereby is, authorized and approved in every respect,

and that the proper officers of the Corporation be, and they are hereby authorized, empowered and directed (i) to execute and deliver in the name and behalf of the Corporation, and, if requested, under its corporate seal or otherwise, the Agreement of Merger or any documents that may be necessary or appropriate to be delivered in connection therewith, with such changes thereto as may be approved by the officers executing the same, the execution thereof by said officers to be conclusive evidence of such approval, and (ii) to consummate the transaction contemplated by the aforementioned documents and/or instruments.

**FURTHER**

**RESOLVED:** That the proper officer of the Corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge with Mills and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

**FURTHER**

**RESOLVED:** That the proper officers of the Corporation be, and they are hereby authorized, empowered and directed in the name and on behalf of the Corporation to execute, acknowledge, seal and file in the Office of the Secretary of State in the Commonwealth of Massachusetts the Articles of Merger, and to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

**FURTHER**

**RESOLVED:** That the officers of the Corporation be, and are hereby authorized, empowered and directed to take any and all actions and to execute and deliver any and all documents, certificates, instruments and agreements, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and do any and all things they deem necessary or advisable to carry out the intent of the foregoing resolutions.

**FURTHER**

**RESOLVED:** That the Corporation change its corporate name by changing Article I of the Restated Certificate of Incorporation of USM Holdings, Inc. to read as follows:

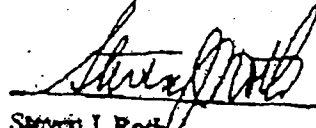
**FIRST.** The name of the corporation is

U.S. Mills, Inc.

[Remainder of Page Intentionally Left Blank]



IN WITNESS WHEREOF, said USM Holdings, Inc. has caused this Certificate to be signed by Steven J. Roth, its President and Chief Executive Officer, this 22nd day of December, 2000.

  
\_\_\_\_\_  
Steven J. Roth  
President and Chief Executive Officer

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