

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/13/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Town & Country Apparel Company		12/13/2006	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

Name:	Town & Country Apparel, Inc.
Street Address:	2425 Gulf of Mexico Drive, #12A
Internal Address:	c/o Jerome V. Lavin
City:	Longboat Key
State/Country:	FLORIDA
Postal Code:	34228
Entity Type:	CORPORATION: FLORIDA

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Serial Number:	78705174	BASS HUNTER
Serial Number:	78705349	BASS HUNTER
Registration Number:	1591058	COUNTRY TRAILS
Registration Number:	3138379	TOWN & COUNTRY
Registration Number:	1294418	TOWN & COUNTRY
Registration Number:	0815898	TOWN & COUNTRY
Registration Number:	2978150	TOWN & COUNTRY
Registration Number:	0410033	TOWN & COUNTRY
Registration Number:	0177556	TOWN & COUNTRY
Registration Number:	0051512	
Registration Number:	1291158	TOWN AND COUNTRY
Registration Number:	2981356	TOWN AND COUNTRY

CH \$465.00 78705174

Serial Number:	78697680	TOOL TIME
Serial Number:	78472529	TOOL TIME
Registration Number:	3124850	TOOL TIME
Serial Number:	78570469	TOOL TIME
Serial Number:	78601056	TOOL TIME
Serial Number:	78601067	TOOL TIME

**CORRESPONDENCE DATA**

Fax Number: (212)813-5901  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-813-5900  
Email: dsullivan@frosszelnick.com  
Correspondent Name: Tamar Niv Bessinger  
Address Line 1: Fross Zelnick Lehrman & Zissu, P.C.  
Address Line 2: 866 United Nations Plaza  
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	TOWN - 0611054
NAME OF SUBMITTER:	Tamar Niv Bessinger
Signature:	/dms for tamar niv bessinger/
Date:	12/21/2006

**Total Attachments: 10**  
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# State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 13, 2006, for TOWN & COUNTRY APPAREL, INC., the surviving Florida entity, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H06000294267. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this entity is P06000150856.

Authentication Code: 406A00071105-121406-P06000150856-1/1



Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
fourteenth day of December, 2006

*Sue M. Cobb*  
Sue M. Cobb  
Secretary of State

TRADEMARK

REEL: 003448 FRAME: 0636

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Town &amp; Country Apparel, Inc.</u>	<u>Florida</u>	<u>P06000150856</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Town &amp; Country Apparel Company</u>	<u>Minnesota</u>	<u>MN #8E-519, not qualified in FL.</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR       /      /       (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 13, 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 13, 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*



PLAN AND AGREEMENT OF MERGER  
MERGING  
TOWN & COUNTRY APPAREL COMPANY  
(a Minnesota corporation)  
INTO  
TOWN & COUNTRY APPAREL, INC.  
(a Florida corporation)

This Plan of Merger, dated as of December 13, 2006, is made and entered into by and between Town & Country Apparel, Inc., a Florida corporation (the "Surviving Corporation"), and Town & Country Apparel Company, a Minnesota corporation (the "Merged Corporation").

WITNESSETH:

WHEREAS, the Board of Directors and shareholders of each of said corporations deem it advisable for their corporation to enter into this Plan of Merger pursuant to Sections 302A.601, et seq., of the Minnesota Business Corporation Act and Sections 607.1101 et seq. of the Florida Business Corporation Act.

NOW, THEREFORE, it is hereby agreed by and between the parties that effective December 13 2006 (the "Effective Date"), the Merged Corporation shall be merged into the Surviving Corporation according to the following terms and conditions:

1. Effective as of the Effective Date, the Merged Corporation is hereby merged into the Surviving Corporation, and the name of the continuing corporation shall be Town & Country Apparel, Inc.
2. Upon the Effective Date, by virtue of the merger each share of the issued and outstanding stock of the Merged Corporation shall be converted into one share of stock of the Surviving Corporation with identical designations, preferences, limitations and relative rights. As of the Effective Date, by virtue of the Merger, each share of stock of the Surviving Corporation outstanding immediately prior thereto shall be cancelled and returned to the status of authorized but unissued shares.
3. Upon the Effective Date, the merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act and Section 302A.641 of the Minnesota Business Corporation Act.
4. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the merger.

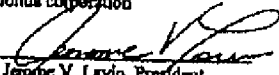
5. The Officers and Directors of the Surviving Corporation immediately prior to the Effective Date shall continue to be the Officers and Directors of the Surviving Corporation immediately after the merger, and until the next election of the Board of Directors and officers of the Surviving Corporation, as required by the Surviving Corporation's Articles of Incorporation and Bylaws.

6. This Plan and Agreement of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all such counterparts shall constitute one and the same Plan and Agreement of Merger.

7. This Agreement shall be governed by the laws of the State of Minnesota excluding the conflicts of law provisions thereof.

IN WITNESS WHEREOF, each of the parties hereto have executed this Plan and Agreement of Merger the day and year first above mentioned.

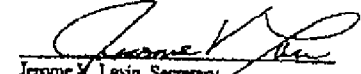
TOWN & COUNTRY APPAREL, INC.  
a Florida corporation

By   
Jerome V. Lavin, President

TOWN & COUNTRY APPAREL COMPANY  
a Minnesota corporation

By   
Jerome V. Lavin, President

This Agreement has been approved and adopted by all of the shareholders holding the outstanding stock of the Merged Corporation entitled to vote thereon.

  
Jerome V. Lavin, Secretary  
of the Merged Corporation

**ARTICLES OF MERGER OF  
TOWN & COUNTRY APPAREL COMPANY**  
(a Minnesota Corporation)  
**INTO**  
**TOWN & COUNTRY APPAREL, INC.**  
(a Florida Corporation)

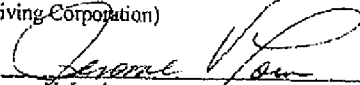
Pursuant to the provisions of Section 302A.651 of the Minnesota Business Corporation Act, and Section 607.1107 of Florida Business Corporation Act, the undersigned corporations do hereby adopt and verify the following Articles of Merger:

1. The laws of the State of Minnesota permit the merger described in the attached Plan and Agreement of Merger, and Town & Country Apparel Company, a Minnesota corporation ("TCA") has complied with the laws of the State of Minnesota in effecting said merger.
2. Town & Country Apparel, Inc., a Florida corporation ("Town & Country"), has complied with the laws of the State of Florida in effecting said merger.
3. Effective as of December 13, 2006, TCA shall be merged with and into Town & Country, and Town & Country shall be the surviving corporation in the Merger. The name of the continuing corporation shall be Town & Country Apparel, Inc.
4. The terms and provisions of the merger are contained in the Agreement and Plan of Merger attached hereto as Exhibit A (the "Agreement and Plan of Merger").
5. The Agreement and Plan of Merger was approved pursuant to and under Section 302A.613 of the Minnesota Business Corporation Act by the TCA's Board of Directors and its Sole Shareholder by written action on December 13, 2006.
6. Town & Country may be served with process in Minnesota in any proceeding for the enforcement of an obligation of TCA or Town & Country.
7. The Subsidiary hereby irrevocably appoints the secretary of state as its agent to accept service of process in any proceeding and any such process may be forwarded to 2425 Gulf of Mexico Drive, Suite 12A, Long Boat Key, Florida 34228.
8. The sole shareholder of Town & Country has approved the Merger, so there is no notice requirement that a copy of the Plan and Agreement of Merger be sent to shareholders and no requirement to pay to the dissenting shareholders any amount under Sections 302A.651 Subd. 4(c) or 302A.473 or to provide for service of process for the enforcement of the rights of a dissenting shareholder under Section 302A.651 Subd. 4(a).

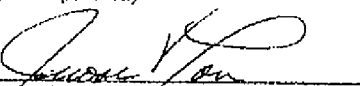


Signed this 13<sup>th</sup> day of December, 2006.

TOWN & COUNTRY APPAREL, INC.  
a Florida corporation  
(Surviving Corporation)

By   
Jerome V. Lavin  
Its President

TOWN & COUNTRY APPAREL COMPANY  
A Minnesota corporation  
(Merged Corporation)

By   
Jerome V. Lavin  
Its President

3408971

**EXHIBIT A**

**PLAN AND AGREEMENT OF MERGER**

*[See attached.]*

3609897.1

**TRADEMARK**  
**REEL: 003448 FRAME: 0643**

**PLAN AND AGREEMENT OF MERGER  
MERCING  
TOWN & COUNTRY APPAREL COMPANY  
(a Minnesota corporation)  
INTO  
TOWN & COUNTRY APPAREL, INC.  
(a Florida corporation)**

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**WITNESSETH:**

WHEREAS, the Board of Directors and shareholders of each of said corporations deem it advisable for their corporation to enter into this Plan of Merger pursuant to Sections 302A.601, et seq., of the Minnesota Business Corporation Act and Sections 607.1101 et seq. of the Florida Business Corporation Act.

NOW, THEREFORE, it is hereby agreed by and between the parties that effective December 13, 2006 (the "Effective Date"), the Merged Corporation shall be merged into the Surviving Corporation according to the following terms and conditions:

1. Effective as of the Effective Date, the Merged Corporation is hereby merged into the Surviving Corporation, and the name of the continuing corporation shall be Town & Country Apparel, Inc.
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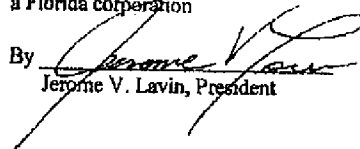
5. The Officers and Directors of the Surviving Corporation immediately prior to the Effective Date shall continue to be the Officers and Directors of the Surviving Corporation immediately after the merger, and until the next election of the Board of Directors and officers of the Surviving Corporation, as required by the Surviving Corporation's Articles of Incorporation and Bylaws.

6. This Plan and Agreement of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all such counterparts shall constitute one and the same Plan and Agreement of Merger.

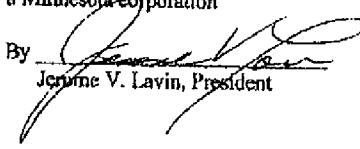
7. This Agreement shall be governed by the laws of the State of Minnesota excluding the conflicts of law provisions thereof.

IN WITNESS WHEREOF, each of the parties hereto have executed this Plan and Agreement of Merger the day and year first above mentioned.

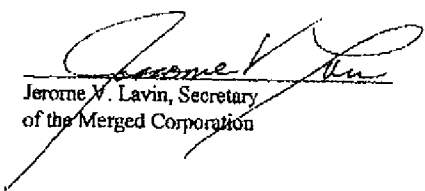
TOWN & COUNTRY APPAREL, INC.  
a Florida corporation

By   
Jerome V. Lavin, President

TOWN & COUNTRY APPAREL COMPANY  
a Minnesota corporation

By   
Jerome V. Lavin, President

This Agreement has been approved and adopted by all of the shareholders holding the outstanding stock of the Merged Corporation entitled to vote thereon.

  
Jerome V. Lavin, Secretary  
of the Merged Corporation

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

DEC 13 2006

  
Secretary of State

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