

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
T.S. OUTFITTERS INCORPORATED		03/06/2009	CORPORATION: GEORGIA

**RECEIVING PARTY DATA**

Name:	BOXERCRAFT INCORPORATED
Street Address:	2302 Marietta Boulevard
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30309
Entity Type:	CORPORATION: GEORGIA

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	3425482	T.S. OUTFITTERS
Registration Number:	3351489	TS OUTFITTERS

**CORRESPONDENCE DATA**

Fax Number: (312)863-7806  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 312-863-7198  
 Email: nancy.brougher@goldbergkohn.com  
 Correspondent Name: Nancy Brougher  
 Address Line 1: Goldberg Kohn  
 Address Line 2: 55 East Monroe Street, Suite 3300  
 Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	5654.016
NAME OF SUBMITTER:	Nancy Brougher

**TRADEMARK**

Signature:

/njb/

Date:

03/31/2009

**Total Attachments: 5**

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# STATE OF GEORGIA

**Secretary of State**

**Corporations Division**

**315 West Tower**

**#2 Martin Luther King, Jr. Dr.**

**Atlanta, Georgia 30334-1530**

## **CERTIFICATE OF MERGER**

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of 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 03/31/2009. Attached is a true and correct copy of the said filing.

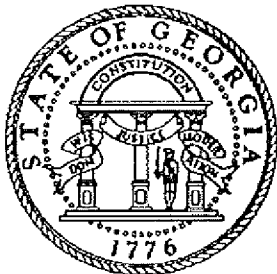
Surviving Entity:

**BOXERCRAFT INCORPORATED**, a Georgia Profit Corporation

Nonsurviving Entity/Entities:

**T.S. OUTFITTERS INCORPORATED**, a Georgia Profit Corporation

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on March 31, 2009



A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel  
Secretary of State

2009 MAR -6 PM 12:42  
SECRETARY OF STATE  
CORPORATIONS DIVISION

**ARTICLES OF MERGER OF  
T.S. OUTFITTERS INCORPORATED  
INTO  
BOXERCRAFT INCORPORATED**

Pursuant to the provisions of Section 14-2-1105 of the Georgia Business Corporation Code (the "Georgia Corporation Code"), the undersigned corporations hereby adopt the following articles of merger:

1. The Plan of Merger (the "Plan") by and between Boxercraft Incorporated, a Georgia corporation ("Boxercraft"), and T.S. Outfitters Incorporated, a Georgia corporation ("T.S. Outfitters"), provides for the merger of T.S. Outfitters with and into Boxercraft (the "Merger") upon the Effective Time (as defined below). Upon the Effective Time, Boxercraft will be the surviving corporation of the merger and will continue operations as a Georgia corporation under the Georgia Corporation Code.
2. The Merger shall become effective at 11:59 pm on March 31, 2009 (the "Effective Time").
3. The Articles of Incorporation of Boxercraft shall not be amended pursuant to the Plan.
4. The executed Plan is on file at the principal place of business of Boxercraft located at 2302 Marietta Boulevard Atlanta, Georgia 30309. A copy of the Plan will be furnished, on request and without cost, to any shareholder of either of the merging corporations.
5. The Plan has been duly authorized and approved by the shareholders and the boards of directors of Boxercraft and T.S. Outfitters in accordance with Section 14-2-1103 of the Georgia Corporation Code.
6. This article constitutes an undertaking by Boxercraft, as the surviving corporation, that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Corporation Code.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed this 6<sup>th</sup> day of March, 2009.

BOXERCRAFT INCORPORATED  
By: *G.H. Patten Pettway, Jr.*  
G.H. Patten Pettway, Jr., Secretary

T.S. OUTFITTERS INCORPORATED  
By: *G.H. Patten Pettway, Jr.*  
G.H. Patten Pettway, Jr., Secretary

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State of Georgia  
Expedite Merger 1 Page(s)



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TRADEMARK

REEL: 003962 FRAME: 0335

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made and entered into to be effective as of the 31<sup>st</sup> day of March, 2009, by and between Boxercraft Incorporated ("Boxercraft"), a Georgia corporation, and T.S. Outfitters Incorporated ("T.S. Outfitters"), a Georgia corporation, under the following circumstances.

Boxercraft and T.S. Outfitters (together, the "Companies") are duly organized and existing under the laws of Georgia with identical shareholders and identical boards of directors;

The board of directors of each of the Companies has determined that it is advisable and in the best interests of the Companies to merge into a single corporation governed by the laws of the State of Georgia; and

In furtherance of the foregoing, the Companies hereby agree that T.S. Outfitters shall merge with and into Boxercraft upon the terms and conditions and in the manner set forth in this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions and covenants herein contained and the mutual benefits to be derived therefrom, the parties hereby covenant and agree as follows:

1. The Merger. Upon the Effective Time (as defined below), T.S. Outfitters shall, in accordance with the Georgia Business Corporation Code (the "Georgia Corporation Code"), be merged with and into Boxercraft, (the "Merger"). Boxercraft shall be the surviving corporation upon the Effective Time and is sometimes hereinafter referred to as the "Surviving Corporation". After the Merger, Boxercraft will continue to exist as the Surviving Corporation pursuant to the provisions of the Georgia Corporation Code. The separate existence of T.S. Outfitters, which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease upon the Effective Time in accordance with the provisions of the Georgia Corporation Code.

2. Effective Time. The Merger shall become effective at 11:59 pm on March 31, 2009 (the "Effective Time").

3. Outstanding Stock. Upon the Effective Time, the shares of capital stock of the Surviving Corporation outstanding immediately prior to the Effective Time shall continue to remain issued and outstanding without change.

4. Merger Consideration. Upon the Effective Time, (i) each issued and outstanding share of stock of the Terminating Corporation shall be cancelled without payment of consideration therefor, and (ii) each share of stock held in the treasury of the Terminating Corporation shall be canceled without payment of consideration therefor.

5. Articles of Incorporation. The Articles of Incorporation of Boxercraft as in place at the Effective Time shall become the Articles of Incorporation of the Surviving

Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Georgia Corporation Code.

6. Bylaws. The bylaws of Boxercraft as in place at the Effective Time shall become the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Georgia Corporation Code.

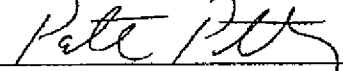
7. Directors. The directors of Boxercraft as in place at the Effective Time shall be the directors of the Surviving Corporation.

*[Signature Page to Follow]*

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

**BOXERCRAFT:**

BOXERCRAFT INCORPORATED

By:   
G.H. Patten Pettway, Jr., Secretary

**T.S. OUTFITTERS:**

T.S. OUTFITTERS INCORPORATED

By:   
G.H. Patten Pettway, Jr., Secretary