

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Murphy Cap & Gown Company		12/09/2008	CORPORATION: FLORIDA
Cardinal Robe Company, Inc.		12/09/2008	CORPORATION: FLORIDA
Murphy Robe Sales, LLC		12/09/2008	LIMITED LIABILITY COMPANY: FLORIDA

**RECEIVING PARTY DATA**

Name:	The Dorcas Manufacturing Company
Street Address:	4200 31st Street North
City:	St. Petersburg
State/Country:	FLORIDA
Postal Code:	33714
Entity Type:	CORPORATION: FLORIDA

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	3050518	
Registration Number:	3054401	MURPHY WITNESS WEAR
Registration Number:	2891441	WHITE GLOVE PKG
Registration Number:	2655144	CHURCHWEAR
Registration Number:	2535046	DAMASCENE
Registration Number:	3364926	DAMASCENE
Registration Number:	2425171	MILLENOVA
Registration Number:	2417646	CONTESSA
Registration Number:	1214101	MURPHY ROBES
Registration Number:	1301830	QWICK-SHIP

CH \$265.00 3050518

CORRESPONDENCE DATA

Fax Number: (317)231-7433  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 3172311313  
Email: dwong@btlaw.com  
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Address Line 2: Barnes & Thornburg LLP  
Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:	2799-500
NAME OF SUBMITTER:	David A.W. Wong
Signature:	/dwong/
Date:	04/10/2009

Total Attachments: 7  
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**ARTICLES OF MERGER  
OF  
MURPHY CAP & GOWN COMPANY,  
CARDINAL ROBE COMPANY, INC. AND  
MURPHY ROBE SALES, LLC  
WITH AND INTO  
THE DORCAS MANUFACTURING COMPANY**

The following Articles of Merger are submitted to merge the following Florida entities in accordance with Sections 607.1109 and 617.0302 of the Florida Business Corporation Act, as amended (the "Act"):

**FIRST**, the exact name, jurisdiction and form/entity type of each merging party (the "Merging Companies") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Murphy Cap & Gown Company	Florida	Corporation
Cardinal Robe Company, Inc.	Florida	Corporation
Murphy Robe Sales, LLC	Florida	Limited Liability Company

**SECOND**, the exact name, jurisdiction and form/entity type of the surviving party (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Dorcas Manufacturing Company	Florida	Corporation

**THIRD**, the Agreement and Plan of Merger (the "Plan of Merger") is attached.

**FOURTH**, the Surviving Corporation shall continue under the new name of "Murphy Cap & Gown Company" as provided in the Plan of Merger and in accordance with the Act.

**FIFTH**, the merger shall become effective on December 31, 2008.

**SIXTH**, the Plan of Merger was duly adopted by the board of directors and sole shareholder of the Surviving Corporation by resolution dated effective as of December 1, 2008.

**SEVENTH**, the Plan of Merger was duly adopted by the respective boards of directors and managers of each of the Merging Companies and the respective shareholders and member of each of the Merging Companies by resolution dated effective as of December 1, 2008.

[signature page to immediately follow]

IN WITNESS WHEREOF, the Surviving Corporation and each of the Merging Companies have caused these Articles of Merger to be executed by each of their duly authorized officers as of the 9<sup>th</sup> day of December, 2008.

**THE DORCAS MANUFACTURING COMPANY**

By: Michael S. Parrett  
Michael S. Parrett, Secretary & Treasurer

**MURPHY CAP & GOWN COMPANY**

By: Michael S. Parrett  
Michael S. Parrett, Secretary & Treasurer

**CARDINAL ROBE COMPANY, INC.**

By: Michael S. Parrett  
Michael S. Parrett, Secretary & Treasurer

**MURPHY ROBE SALES, LLC**

By: Michael S. Parrett  
Michael S. Parrett, Secretary & Treasurer

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ARTICLES OF MERGER

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Merger Agreement**") dated as of this 9th day of December, 2008, is entered into by and between THE DORCAS MANUFACTURING COMPANY, a Florida corporation (the "**Surviving Corporation**"), MURPHY CAP & GOWN COMPANY, a Florida corporation ("**Murphy Cap & Gown**"), CARDINAL ROBE COMPANY, INC., a Florida corporation ("**Cardinal Robe**") and MURPHY ROBE SALES, LLC, a Florida limited liability company ("**Murphy Robe Sales**," together with Murphy Cap & Gown and Cardinal Robe, the "**Merging Companies**"), pursuant to the provisions of the Florida Business Corporation Act, as amended (the "**Act**").

### RECITALS

WHEREAS, Murphy Cap and Gown owns all of the issued and outstanding shares of the Surviving Corporation, Cardinal Robe and Murphy Robe Sales;

WHEREAS, Murphy Cap & Gown has authority to issue seven thousand (7,000) shares of common stock, \$1.00 par value, of which a total of four thousand, nine hundred (4,900) shares are issued and outstanding;

WHEREAS, the Surviving Corporation has authority to issue seven thousand (7,000) shares of common stock, \$1.00 par value, of which a total of one thousand (1,000) shares are issued and outstanding;

WHEREAS, Cardinal Robe has authority to issue ten thousand (10,000) shares of common stock, \$1.00 par value, of which one thousand (1,000) are issued and outstanding;

WHEREAS, Murphy Robe Sales has one hundred (100) units issued and outstanding;

WHEREAS, the respective Boards of Directors and Managers of the Surviving Corporation and the Merging Companies (collectively, the "**Constituent Companies**") have determined that it is advisable and in the best interests of the Constituent Companies that the Merging Companies be merged with and into the Surviving Corporation upon the terms and subject to the conditions set forth in this Merger Agreement and in accordance with the Act;

WHEREAS, the respective Boards of Directors and shareholders of each of the Surviving Corporation, Murphy Cap & Gown and Cardinal Robe have approved and adopted this Merger Agreement by unanimous written consent effective as of December 1, 2008;

WHEREAS, the Board of Managers and sole member of Murphy Robe Sales have approved and adopted this Merger Agreement by unanimous written consent effective as of December 1, 2008; and

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the merger, the parties hereto agree as follows:

### Article 1. THE MERGER AND ITS EFFECTIVE TIME

**Section 1.1 The Merger.** The Merging Companies and the Surviving Corporation shall be merged into a single corporation in accordance with the Act (the "**Merger**").

**Section 1.2 Effective Time.** The effective date and time of the Merger shall be December 31, 2008 (the "**Effective Time**").

**Section 1.3 Survival of the Merger; Name.** At the Effective Time, the separate existence of the Merging Companies shall cease and the Surviving Corporation shall survive the Merger and continue to be a Florida corporation. The name of the Surviving Corporation shall be "Murphy Cap & Gown Company."

## **Article 2. ARTICLES OF INCORPORATION AND BY-LAWS**

**Section 2.1 Articles of Incorporation.** On and after the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended and restated to read in their entirety as set forth on Exhibit A and, as amended, shall constitute the Articles of Incorporation of the Surviving Corporation (the "Surviving Articles"), subject always to the right of the Surviving Corporation to amend the Surviving Articles in accordance with the Act.

**Section 2.2 Code of By-Laws.** On and after the Effective Time, the Code of By-Laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Code of By-Laws of the Surviving Corporation (the "Surviving By-Laws"), and shall not be amended in any respect by reason of this Merger Agreement, subject always to the right of the Surviving Corporation to alter, amend or repeal the Surviving By-Laws in accordance with the Act, the Surviving Articles and the Surviving By-Laws.

## **Article 3. DIRECTORS AND OFFICERS**

**Section 3.1 Directors and Officers.** On and after the Effective Time, the Board of Directors and officers of the Surviving Corporation in office immediately prior to the Effective Time shall continue in office as the Board of Directors and officers of the Surviving Corporation, each to hold office subject to the Surviving Articles and Surviving By-Laws and the laws of the State of Florida as to the term and removal of directors and officers.

## **Article 4. MANNER OF CONVERTING AND CANCELLING SHARES AND UNITS**

**Section 4.1 Cancellation of Merging Companies' Issued Shares and Units.** At the Effective Time, all the issued and outstanding shares of common stock and outstanding units of the Merging Companies shall automatically and by operation of law be cancelled, and no payment shall be made with respect thereto, and all certificates evidencing ownership of such shares and units shall be surrendered and canceled and thereafter shall be void and of no effect.

**Section 4.2 Existence of Surviving Corporation Issued Shares.** At the Effective Time, all issued and outstanding shares of common stock of the Surviving Corporation shall be and remain issued and outstanding shares of common stock of the Surviving Corporation.

## **Article 5. RIGHTS**

**Section 5.1 Rights.** From and after the Effective Time, the Surviving Corporation shall, without further transfer, succeed to and thereafter possess and enjoy all of the public or private rights, privileges, immunities and franchises, and be subject to all of the public and private restrictions, liabilities and duties, of each of the Constituent Companies; all property (real, personal and mixed) of, all debts (on whatever account) due to, and all things in action and each and every other interest of or belonging or due to, each of the Constituent Companies shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act, deed or other instrument; and the title to any real estate or any interest therein, vested by

deed or otherwise in any of the Constituent Companies, shall be fully vested in the Surviving Corporation, and shall not revert or be in any way impaired by reason of the Merger.

## Article 6. LIABILITIES

Section 6.1 **Liabilities.** From and after the Effective Time, all rights of creditors and all liens (if any) upon the property of any of the Constituent Companies shall be preserved unimpaired by the Merger; all debts, liabilities, obligations and duties (collectively, "**Obligations**") of each of the Constituent Companies shall become the responsibility and liability of the Surviving Corporation and may be enforced against it to the same extent as if such Obligations had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Companies in such action or proceeding.

## Article 7. CORPORATE ACTS

Section 7.1 **Corporate Acts.** From and after the Effective Time, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, "**Corporate Acts**") of the Merging Companies, its Board of Directors, officers, employees and agents that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the Corporate Acts of the Surviving Corporation.

## Article 8. FURTHER DOCUMENTS

Section 8.1 **Further Documents.** If at any time prior to the Effective Time the Surviving Corporation shall consider or be advised that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Companies or otherwise to carry out the purposes of the Merger, the proper officers and directors of the Merging Companies shall execute and make all such proper assignments or assurances and take such other actions; and the Board of Directors and the proper officers of the Surviving Corporation are hereby authorized, in the name and on behalf of the Merging Companies or otherwise, to do any of the foregoing.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the Surviving Corporation and each of the Merging Companies have caused this Merger Agreement to be executed by each of their duly authorized officers on the date and year first above written.

**THE DORCAS MANUFACTURING COMPANY**

By:   
Michael S. Parrett, Secretary & Treasurer

**MURPHY CAP & GOWN COMPANY**

By:   
Michael S. Parrett, Secretary & Treasurer

**CARDINAL ROBE COMPANY, INC.**

By:   
Michael S. Parrett, Secretary & Treasurer

**MURPHY ROBE SALES, LLC**

By:   
Michael S. Parrett, Secretary & Treasurer

**Attachments:**

Exhibit A: Amended and Restated Articles of Incorporation of The Dorcas Manufacturing Company



**EXHIBIT A**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**THE DORCAS MANUFACTURING COMPANY**

**[ATTACHED]**