

Rev. 6-83)

FD No. 0651-0011 (exp. 4-94)

11-09-1998



Tab settings

To the Honorable Commissioner of Patents

Send original documents or copy thereof.

1. Name of conveying party(ies):

100873920

Name of receiving party(ies)

Natty Threads, Inc.

Name: Jerman Design, Inc.

Internal Address: P.O. Box 510312

Street Address:

City: Salt Lake City State: UT ZIP: 84151-0812

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance: MED 11-2-98

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

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

Execution Date: January 31, 1996

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

74/068421 Natty Threads, Inc.

1,745,854

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

6. Total number of applications and registrations involved:

Name: Craig A. Hoggan

Internal Address: 310 South Main, Suite 1330

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

Street Address: 310 South Main

8. Deposit account number:

City: Salt Lake City State: UT ZIP: 84101

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Craig A Hoggan  
Name of Person Signing

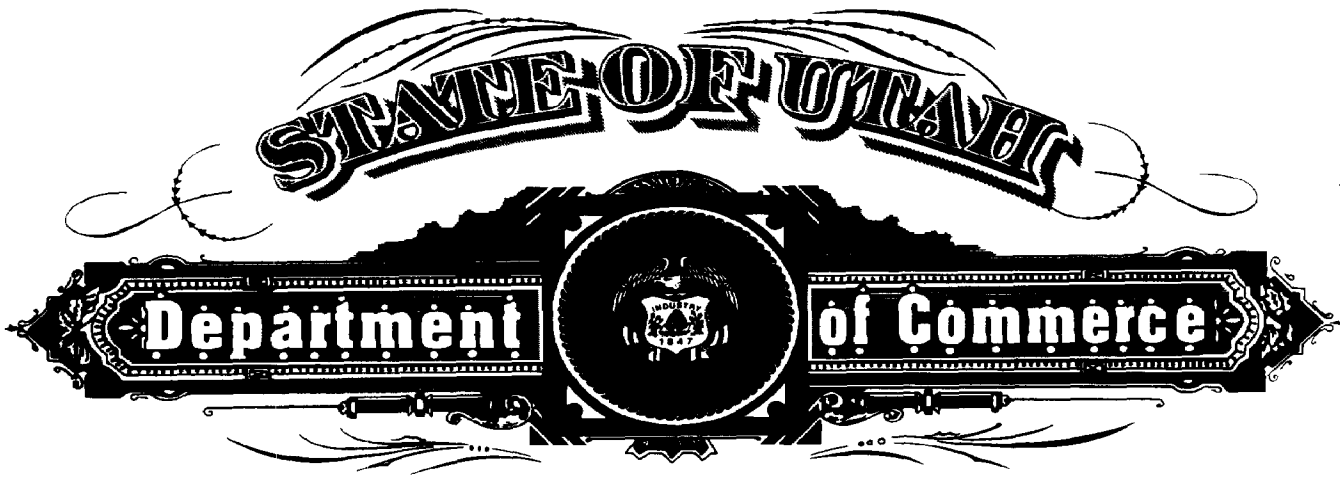
[Signature]  
Signature

11/29/98  
Date

Total number of pages including cover sheet, attachments, and document:

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

TRADEMARK  
REEL: 1810 FRAME: 0248

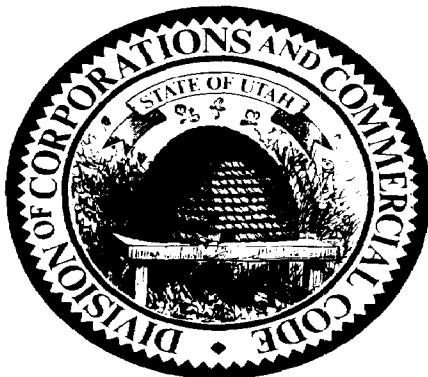


## CERTIFICATION OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT Articles of Merger were filed with this office on JANUARY 31, 1996 merging JERMAN DESIGN INC., a corporation of the state of UTAH, into NATTY THREADS, INC., the surviving corporation which is of the state of UTAH, within the merger the corporation than changed its name to JERMAN DESIGN INCORPORATED,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO 144562*



Dated this \_\_\_\_\_ day  
of \_\_\_\_\_ October \_\_\_\_\_, 19 98 .

  
Lorena P. Rizzo  
Division Director of  
Corporations and Commercial Code

TRADEMARK  
REEL: 1810 FRAME: 0249

CO#144562  
Date 1/27/96

RECEIVED  
JAN 31 1996

Utah Div. of Corp. Comm. Code

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code

# ARTICLES OF MERGER

OF

I Herby certify that the foregoing has been read and approved on this 25th day of Jan 96 in the office of this Division and hereby issue this Certificate thereof.

Examiner [Signature] Date 25-96

**JERMAN DESIGN INCORPORATED**

CO#132644

WITH AND INTO

**NATTY THREADS, INC. CO#144562**



The following Articles of Merger are being filed pursuant to Utah Code Ann. §16-10a-1101, et seq., to reflect the merger of Jerman Design Incorporated, a corporation organized and existing under the laws of the State of Utah, with and into Natty Threads, Inc., a corporation organized and existing under the laws of the State of Utah:

1. Attached hereto, marked as Exhibit A, and incorporated by reference, is a copy of the Plan of Merger.
2. On the date the Plan of Merger was adopted, the outstanding shares of Natty Threads, Inc. stock totalled 10,000, all common stock and all entitled to vote. The vote of all shares of common stock of Natty Threads, Inc. approved the merger.
3. On the date the Plan of Merger was adopted, the outstanding shares of Jerman Design Incorporated, Inc. stock totalled 1,000, all common stock and all entitled to vote. The vote of all shares of common stock of Jerman Design Incorporated approved the merger.
4. The merger is to be effective on the date of the filing of these Articles of Merger.

603160-184

Executed by the undersigned officers at Salt Lake City, Utah on January 27, 1996.

NATTY THREADS, INC.

By: [Signature]  
STEVEN R. JERMAN, President

JERMAN DESIGN INCORPORATED

By: [Signature]  
STEVEN R. JERMAN, President

## PLAN OF MERGER

Plan of Merger made January 1, 1996, between Natty Threads, Inc., a corporation organized under the laws of the State of Utah, with its principal office located at 1420 East Hudson Avenue, Salt Lake City, Utah 84106, hereinafter sometimes called the surviving corporation, and Jerman Design Incorporated, a corporation organized under the laws of the State of Utah, with its principal office also located at 1420 East Hudson Avenue, Salt Lake City, Utah 84106, hereinafter sometimes called the non-surviving corporation.

### RECITALS

A. Natty Threads, Inc. has a capitalization of 10,000 authorized shares of common stock, having no par value, of which 10,000 shares are issued and outstanding.

B. Jerman Design Incorporated has a capitalization of 1,000 authorized shares of common stock, having a par value of \$1.00 per share, of which 1,000 shares are issued and outstanding.

C. The Boards of Directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that Jerman Design Incorporated be merged into Natty Threads, Inc. in accordance with the provisions of Utah Code Ann. §16-10a-1101, et seq., in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

### SECTION 1

#### Merger

Jerman Design Incorporated shall merge with and into Natty Threads, Inc., which shall be the surviving corporation.

### SECTION 2

#### Terms and Conditions

On the effective date of the merger, the separate existence of the non-surviving corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the non-surviving

corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the non-surviving corporation, and neither the rights of creditors nor any liens on the property of the non-surviving corporation shall be impaired by the merger.

### SECTION 3

#### Conversion of Shares

Each share of the common stock of Jerman Design Incorporated issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of Natty Threads, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

After the effective date of the merger, each holder of certificates for shares of common stock in the non-surviving corporation shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

Holders of certificates of common stock of the non-surviving corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.

### SECTION 4

#### Articles of Incorporation

The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger, subject to the following amendment:

Article I, "Name of Corporation," shall be amended to read as follows: "The name of the corporation shall be Jerman Design Incorporated."

### SECTION 5

#### Directors and Officers

The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation until their successors

have been elected or appointed and qualified.

## SECTION 6

### Limitations on Business Activities

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the corporations may take all necessary or appropriate action under federal and state law to consummate this merger.

## SECTION 7

### Approval of Shareholders

This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in a manner provided by applicable law at such time as the Boards of Directors of the corporations may agree.

## SECTION 8

### Effective Date

The effective date of this merger shall be the date when a certificate of merger is issued by the Secretary of State of the State of Utah.

## SECTION 9

### Abandonment of Merger

This Plan of Merger may be abandoned by action of the Board of Directors of either the surviving or the non-surviving corporation at any time prior to the effective date on the happening of either of the following events:


- (a) If the merger is not approved by the shareholders of either the surviving or the non-surviving corporation before the effective date; or
- (b) If, in the judgment of the Board of Directors of either the surviving or the non-surviving corporation, the merger would be impracticable for any reason.

Executed on behalf of the parties by their officers, pursuant to the authorization of the respective Boards of Directors on the date first written above.

NATTY THREADS, INC.

By:   
STEVEN R. JERMAN, President

JERMAN DESIGN INCORPORATED

By:   
STEVEN R. JERMAN, President