

10/30/98

11-05-1998



100871916

Y

Docket No.:
372510-029

Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof

1. Name of conveying party(ies):
Brazos, Inc.

- Individual(s)
- General Partnership
- Corporation-State **Texas**
- Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: **April 4, 1998**

2. Name and address of receiving party(ies)

Name: **Brazos, L.L.C.**

Internal Address:

Street Address: **114 Holleman**

City: **College Station** State: **TX** ZIP: **77840**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other **Texas limited liability company**

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/513,376 75/446,581 75/452,530
75/073,944 75/452,393 75/452,264
75/542,190 75/452,528 75/541,899

Additional numbers

B. Trademark Registration No.(s)

2,051,102 2,055,721 1,699,157
1,077,924 2,129,325 1,809,285
1,078,471 1,771,558 1,963,922

Yes No

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

Name: **Carol M. Nielsen**

Internal Address: **Butler & Binion, L.L.P.**

Street Address: **1000 Louisiana, Suite 1600**

City: **Houston** State: **TX** ZIP: **77002**

6. Total number of applications and registrations involved:.....

34

7. Total fee (37 CFR 3.41):.....\$ **\$865.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4952

DO NOT USE THIS SPACE

11/04/1998 SBURNS 00000181 75513376

01 FC:481 40.00 DP
02 FC:482 825.00 DP

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.

Carol M. Nielsen
Name of Person Signing

Carol M. Nielsen
Signature

October 30, 1998
Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 1808 FRAME: 0565

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY
CONTINUATION

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

A. Trademark Application No. (s)

75/541,898
75/542,418

B. Trademark Registration No. (s)

1,983,514
1,836,835
2,070,732
1,142,631
1,844,524
1,868,362
1,822,875
1,880,707
2,026,954
1,729,504
1,713,798
1,718,323
2,194,849
2,177,493



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

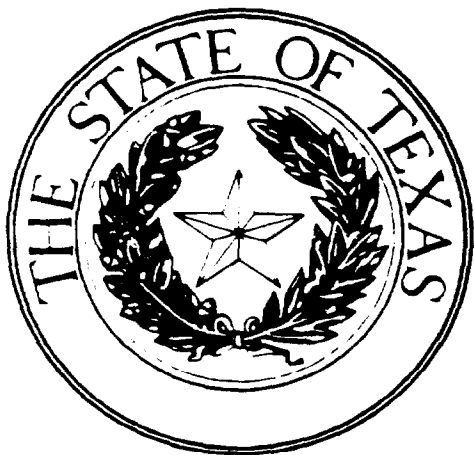
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

BRAZOS, INC.
a Texas corporation
converting it to
BRAZOS, L.L.C.
a Texas limited liability company

have been received in this office and found to conform to law. **ACCORDINGLY**, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: April 3, 1998

Effective: April 4, 1998 12:01 a.m.



Alberto R. Gonzales
Secretary of State

TRADEMARK
REEL: 1808 FRAME: 0567

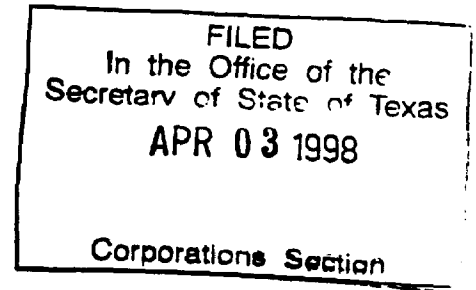
ARTICLES OF CONVERSION

OF

BRAZOS, INC.
(a Texas corporation)

INTO

BRAZOS, L. L.C.
(a Texas limited liability company)



Pursuant to Article 5.18 of the Texas Business Corporation Act, as amended (the "TBCA"), the undersigned domestic corporation adopts the following Articles of Conversion for the purpose of converting itself into Brazos, L.L.C., a domestic limited liability company:

ARTICLE I

The name and state of incorporation of the corporation is Brazos, Inc., a Texas corporation (the "Corporation"), to be converted into Brazos, L.L.C., a Texas limited liability company (the "Company").

ARTICLE II

The plan of conversion attached as Exhibit A pursuant to Article 5.18 of the TBCA was approved by the Board of Directors of the Corporation on March 24, 1998.

ARTICLE III

An executed plan of conversion is on file at the principal place of business of the Corporation, located at 114 Holleman, College Station, Texas 77840, and will be on file from and after the conversion at the principal place of the business of the Company, located at 114 Holleman, College Station, Texas 77840.

ARTICLE IV

A copy of the plan of conversion will be furnished by the Corporation (prior to the conversion) or by the Company (after the conversion) on written request and without cost to any shareholder or member of the Corporation or the Company.

ARTICLE V

The number of shares of the Corporation outstanding is 265,840 shares of Common Stock and 2,578,924 shares of Preferred Stock. The number of shares voted for and against the plan of conversion, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of each class or series for and against the plan of conversion, are as follows:

Class or Series	Total Voted For	Total Voted Against
Common Stock	265,840	0
Preferred Stock	2,578,924	0

ARTICLE VI

Pursuant to Article 5.18C of the TBCA, the Company will be liable for the payment of all fees and franchise taxes of both entities.

Pursuant to Articles 5.19 and 10.03 of the TBCA, the effective time of the conversion is 12:01 a.m. on April 4, 1998.

Dated: March 24, 1998.

BRAZOS, INC.,
a Texas corporation

By: _____

F. Clayton Chambers, Secretary

PLAN OF CONVERSION

This Plan of Conversion (this "Plan") dated March 24, 1998 is made and entered into pursuant to Article 5.18 of the Texas Business Corporation Act (the "TBCA") by Brazos, Inc., a Texas corporation (the "Converting Entity") to be converted into Brazos, L.L.C., a Texas limited liability company (the "Converted Entity").

WITNESSETH:

WHEREAS, the Converting Entity is a corporation duly organized and existing under the laws of the State of Texas, having been incorporated on March 30, 1976;

WHEREAS, the Converting Entity desires to convert into a limited liability company duly organized and existing under the laws of the State of Texas; and

WHEREAS, the Board of Directors of the Converting Entity deems it advisable and in the best interest of the Converting Entity to convert into a limited liability company as authorized by the TBCA under and pursuant to the terms and conditions set forth herein, and the Board of Directors and shareholders of the Converting Entity have duly approved this Plan;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of this conversion, the mode of carrying the same into effect and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the conditions set forth herein, as follows:

ARTICLE I

Name of the Converting Entity and Converted Entity

The name of the Converting Entity is Brazos, Inc. The name of the Converted Entity is Brazos, L.L.C.

ARTICLE II

Continuation of Existence

The Converting Entity shall continue in existence as a limited liability company after the date of conversion.

ARTICLE III

Type of Entity

The Converted Entity will be a limited liability company duly organized and existing under the laws of the State of Texas.

EXHIBIT *A*

ARTICLE IV
Conversion of Shares

The manner and basis of converting the shares of the Converting Entity and the mode of carrying the conversion into effect shall be that, as of the date of conversion, each share of capital stock of the Converting Entity shall be converted automatically into one unit of the Converted Entity.

ARTICLE V
Other Provisions with Respect to the Conversion

After the approval or adoption of this Plan by the Board of Directors and shareholders of the Converting Entity in accordance with the requirements of the TBCA, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the conversion under the provisions of the TBCA.

This Plan may be terminated at any time prior to the date of the conversion, expressed by action of the Board of Directors of the Converting Entity.

ARTICLE VI
Approval and Effective Time of the Conversion

Subject to the following actions having been taken, the conversion shall become effective at 12:01 a.m. on April 4, 1998:

- (1) this Plan shall be adopted and approved on behalf of the Converting Entity in accordance with the TBCA; and
- (2) Articles of Conversion, setting forth the information required by and executed in accordance with the TBCA, shall be filed in the office of the Secretary of State of the State of Texas.

For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Texas.

This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

ARTICLE VII
Articles of Organization of Converted Entity

The Articles of Organization of the Converted Entity are attached to this Plan as Exhibit 1.

BRAZOS, INC.,
a Texas corporation

Dated: March 24, 1998.

By: 
F. Clayton Chambers, Secretary

ARTICLES OF ORGANIZATION

OF

BRAZOS, L.L.C.

A TEXAS LIMITED LIABILITY COMPANY

The undersigned, a natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Texas Limited Liability Company Act, hereby adopts the following Articles of Organization for such company.

ARTICLE I.

The name of the company is Brazos, L.L.C. (the "Company").

ARTICLE II.

The Company's period of duration is perpetual.

ARTICLE III.

The purpose for which the Company is organized is the transaction of any and all lawful business for which companies may be incorporated under the Texas Limited Liability Company Act, as amended from time to time, and further to do such things as may be incident to, and necessary or appropriate to effect, any and all of such purposes.

ARTICLE IV.

In furtherance and not in limitation of the powers conferred by statute, the managers are expressly authorized to make, alter or repeal the regulations of the Company.

ARTICLE V.

Election of managers need not be by written ballot unless the regulations of the Company shall so provide. At each election for managers every member entitled to vote at such election shall have the right to vote, in person or by proxy, the percentage interest in the capital of the Company owned by him for as many persons as there are managers to be elected and for whose election he has a right to vote. A member may not cumulate his vote in any election of managers. Meetings of the members may be held within or without the State of Texas, as the regulations may provide. The books of the Company may be kept (subject to any provision contained in the

statute) outside the State of Texas at such place or places as may be designated from time to time by the managers or in the regulations of the Company.

ARTICLE VI.

Whenever any action is to be taken by the Company that requires the vote or concurrence of its members, the vote or concurrence of the holders of more than fifty percent (50%) of the interests of the Company shall be sufficient to approve or consent to such proposed actions, unless the regulations of the Company state otherwise.

ARTICLE VII.

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

ARTICLE VIII.

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission (or alleged act or omission) in the manager's capacity as a manager, except that this Article VIII does not eliminate or limit the liability of a manager to the extent the manager is found liable for:

- (1) a breach of the manager's duty of loyalty to the Company or its members;
- (2) an act or omission not in good faith that constitutes a breach of duty of the manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office;
or
- (4) an act or omission for which the liability of a manager is expressly provided by an applicable statute.

No amendment to or repeal of this Article VIII will apply to or have any effect on the liability or alleged liability of any manager of the Company for or with respect to any acts or omissions of the manager occurring prior to such amendment or repeal.

ARTICLE IX.

A. The Company shall indemnify its managers and its former managers against any losses, damages, claims or liabilities to which they may become subject or which they may incur

as a result of being or having been a manager, and shall advance to them or reimburse them for expenses incurred in connection therewith, to the maximum extent permitted by law. The Company may indemnify other employees, agents or persons against any losses, damages, claims or liabilities to which they may become subject or which they may incur as a result of having been an employee or agent or having acted for the Company and may advance to them or reimburse them for expenses incurred in connection therewith to the maximum extent permitted by law.

B. A person may be indemnified under this Article IX against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with a proceeding; but if the person is found liable to the Company or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding and (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Company.

C. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

D. The Company shall have the power to purchase and maintain insurance on behalf of any person who is or was a manager, employee or agent of the Company, or is or was serving at the request of the Company as a manager, employee or agent of another company, corporation, partnership, joint venture, sole proprietorship, trust, other enterprise or employee benefit plan, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such a person, whether or not the Company would have the power to indemnify him against such liability under the provisions of the Texas Limited Liability Company Act.

E. Without limiting the power of the Company to procure or maintain any kind of insurance or other arrangement, the Company may, for the benefit of persons indemnified by the Company (1) create a trust fund, (2) establish any form of self-insurance, (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Company, or (4) establish a letter of credit, guaranty or surety arrangement.

ARTICLE X.

Any action required by law or by the Articles of Organization or regulations of the Company to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of units having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all units entitled to vote on the action were present and voted.

ARTICLE XI.

The Company shall be managed by managers. Initially, the Company shall have four managers. The number of the subsequent managers shall be fixed by, or in the manner provided in, the Regulations of the Company. The names and addresses of the persons who will serve as managers until the first meeting of members or until their successors are elected and qualified are:

Name	Address
F. Clayton Chambers	4101 Founders Boulevard Batavia, Ohio 45103-2553
J. Ford Taylor	4101 Founders Boulevard Batavia, Ohio 45103-2553
Randall B. Hale	2929 Allen Parkway, Suite 2500 Houston, Texas 77019
Alan Elenson	Plymouth Mills 330 Tompkins Avenue Staten Island, New York 10304

ARTICLE XII.

The registered office of the Company in the State of Texas is located at 1000 Louisiana, Suite 3650, Houston, Texas 77002. The name of its registered agent at such address is W. Christopher Schaper.

ARTICLE XIII.

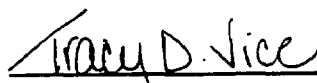
The name and address of the organizer is Tracy D. Vice, 700 Louisiana, Suite 3500, Houston, Texas 77002-2764.

ARTICLE XIV.

The Company is being created pursuant to the Plan of Conversion as attached to the Articles of Conversion filed with the Secretary of State of Texas on this same date.

The converting entity is Brazos, Inc., a Texas corporation incorporated on March 30, 1976, whose address is 114 Holleman, College Station, Texas 77840.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of April, 1998.



Tracy D. Vice

APR 07 1998

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Article 7.05 of the Texas Limited Liability Company Act (THE Act),
the undersigned limited liability company hereby applies for a certificate of authority to transact
business in Texas:

1. The name of the limited liability company is Brazos Sportswear, L.L.C.
2. (A) If the name of the limited liability company does not contain the words "Limited Liability Company" or "Limited Company," or the abbreviations "L.L.C.," "LLC," "LC," or "L.C.," then the name of the foreign limited liability company with the words or abbreviation which it elects to add thereto for use in Texas is: _____

(B) If the name is not available in Texas, then set forth the name under which the foreign limited liability company will qualify and transact business in Texas: _____

3. It is organized under the laws of Delaware
4. The date of its organization is April 6, 1998 and the period of duration is perpetual. (State term of years or other duration authorized in its home jurisdiction.).
5. The address of its principal office in the state or country under the laws of which it is organized is: c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Texas is (a P.O. Box is not sufficient) c/o Porter & Hedges, L.L.P., 700 Louisiana, 35th Floor, Houston, Texas 77002-2764, and the name of its proposed registered agent in Texas at such address is Richard L. Wynne
7. The purpose or purposes of the foreign limited liability company which it proposes to pursue in the transaction of business in Texas are: any and all lawful business for which companies may be formed under the Act, as amended from time to time, and further to do such things as may be incident to, and necessary or appropriate to effect, any and all of such purposes.
8. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is organized.

9. The names and respective addresses of its managers are:

NAME	ADDRESS (city and state)	OFFICE
<i>F. Clayton Chambers</i>	<i>4101 Founders Boulevard Batavia, Ohio 45103-2553</i>	
<i>J. Ford Taylor</i>	<i>4101 Founders Boulevard Batavia, Ohio 45103-2553</i>	
<i>Randall B. Hale</i>	<i>2929 Allen Parkway, Suite 2500 Houston, Texas 77019</i>	
<i>Alan Elenson</i>	<i>Plymouth Mills 330 Tompkins Avenue Staten Island, New York 10304</i>	

10. The application is accompanied by a certificate issued by the secretary of state or other authorized officer of the jurisdiction of organization evidencing the existence of the limited liability company.

BRAZOS SPORTSWEAR, L.L.C.

By 
E. Clayton Chambers, Manager



The State of Texas
Secretary of State

CERTIFICATE OF AUTHORITY
OF

BRAZOS SPORTSWEAR, L.L.C.
FILING NUMBER 07035811

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED APPLICATION OF THE ABOVE ENTITY FOR
A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE HAS BEEN
RECEIVED IN THIS OFFICE AND IS FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES
THIS CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE FROM
AND AFTER THIS DATE FOR THOSE PURPOSES SET FORTH IN THE APPLICATION,
UNDER THE NAME OF

BRAZOS SPORTSWEAR, L.L.C.

DATED APR. 7, 1998

EFFECTIVE APR. 7, 1998



A handwritten signature in cursive script, reading "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State