

01-26-2004

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2006) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Martin Color-Fi, Inc.

4.15.04

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

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

2. Name and address of receiving party(ies)

Name: Martin Color-Fi, Inc.

Internal Address:

Street Address: 306 Main Street

City: Edgefield State: SC Zip: 29824-1326

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: November 17, 2003

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

A. Trademark Application No.(s) 76/196,472

B. Trademark Registration No.(s) 2,623,370

2,627,407

Additional number(s) attached Yes No

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

Name: Michael E. Wever, Esq.

Internal Address:

Street Address: Nelson Mullins

P.O. Box 11070

City: Columbia State: SC Zip: 29211

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-1196

DO NOT USE THIS SPACE

9. Signature.

Michael E. Wever

Name of Person Signing

Michael E. Wever

Signature

4/13/2004

Date

Total number of pages including cover sheet, attachments, and document: 4

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

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TRADEMARK REEL: 002954 FRAME: 0317

# Delaware

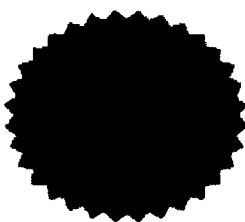
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MARTIN COLOR-FI, INC.", A SOUTH CAROLINA CORPORATION, WITH AND INTO "MARTINI ACQUISITION, INC." UNDER THE NAME OF "MARTIN COLOR-FI, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2003, AT 5:39 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3727809 8100M  
030737949

AUTHENTICATION: 2754618

DATE: 11-17-03

2166214059 11/17/03  
 State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 06:11 PM 11/17/2003  
 FILED 05:39 PM 11/17/2003  
 SRV 030137949 - 3727809 FILE

**CERTIFICATE OF MERGER**

of

**MARTIN COLOR-FI, INC.**  
 a South Carolina corporation

with and into

**MARTINI ACQUISITION, INC.**  
 a Delaware corporation

Pursuant to Section 252 and 103 of the General Corporation Law of the State of Delaware (the "DGCL"), Martini Acquisition, Inc., a Delaware corporation ("*Martini Acquisition*") **DOES HEREBY CERTIFY:**

**FIRST**, that the name and jurisdiction of formation of each entity which is to merge is:

<u>Name</u>	<u>State of Incorporation</u>
1. Martin Color-Fi, Inc.	South Carolina
2. Martini Acquisition, Inc.	Delaware

**SECOND**, that an Agreement and Plan of Merger (the "*Merger Agreement*"), dated as of November 17, 2003, has been approved, adopted, certified, executed and acknowledged by each of Martin Color-Fi, Inc. ("*Martin*") and Martini Acquisition (the "*Constituent Corporations*").

**THIRD**, that the name of the surviving entity will be Martini Acquisition, Inc.

**FOURTH**, that the Certificate of Incorporation of Martini Acquisition, Inc. be amended by deleting Article First thereof and replacing it with the following:

"**FIRST:** The name of the corporation (the "*Corporation*") is Martin Color-Fi, Inc."

**FIFTH**, that the executed Merger Agreement is on file at the place of business of the surviving entity located at 306 Main Street, Edgefield, South Carolina, 29824-1326.

**SIXTH**, that a copy of the Merger Agreement will be furnished by the surviving entity, on request and without cost, to any stockholder of any constituent corporation.


**SEVENTH**, that the authorized capital stock of Martin is 3000 shares.

[Signature on the Following Page]

CL-1140444v1

IN WITNESS WHEREOF, the undersigned has duly caused this Certificate of Merger to be duly executed as of the 17th day of November, 2003.

MARTINI ACQUISITION, INC.

By:   
Name: Simon B. Feigin  
Title: Vice President