

MLO 7-6-98

FORM PTO-1594 (Rev. 8-83) OMB No. 0651-0011 (exp. 4/94)

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07-06-1998

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



Tab settings

To the Honorable Commissioner of Patents &

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original documents or copy thereof.

1. Name of conveying party(ies):

Huffman Koos Inc. (as successor by merger to The Wayside Furniture Shops, Incorporated)

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

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

2. Name and address of receiving party(ies)

Name: Huffman Koos Inc. Internal Address: Attn: G. Joseph Reddington Street Address: 2501 Oregon Pike City: Lancaster State: PA ZIP: 17601

- 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 (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 19, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,223,664 2,007,813 2,049,683 1,158,596 1,727,663 1,987,157 1,176,615 1,823,885 2,098,720

Additional numbers attached? Yes No

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

Name: Huffman Koos Inc. Internal Address: Attn: G. Joseph Reddington Street Address: 2501 Oregon Pike City: Lancaster State: PA ZIP: 17601

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

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

07/06/1998 80MTH 00000035 1222664

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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.

Joseph Albanese, Esq. V.P. Name of Person Signing

Signature

2/19/98 Date

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

SCHEDULE "A"

Trademarks of the Wayside Furniture Shops, Incorporated

Trademark	Status in Trademark Office	Federal Registration Number	Registration Date
Flexi-Charge	Issued	1,223,664	1/11/83
Outsville	Issued	1,158,596	6/23/81
Connecticut Country	Issued	1,176,615	11/2/81
Teen Town	Issued	2,007,813	10/15/96
Wayside of Milford (Stylized)	Issued	1,727,663	10/27/92
Wayside Home Fashion Center	Issued	1,823,885	2/22/94
Homeshop	Issued	2,049,683	4/1/97
Wayside	Issued	1,987,157	7/16/96
Global Connoisseur	Issued	2,098,720	9/23/97

CERTIFICATE OF MERGER
OF
THE WAYSIDE FURNITURE SHOPS, INCORPORATED
AND
HUFFMAN KOOS INC.

To the Secretary of the State
State of Connecticut

Pursuant to the provisions of the Connecticut Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following certificate of merger:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Connecticut, and which is subject to the provisions of the Connecticut Business Corporation Act, is **The Wayside Furniture Shops, Incorporated.**
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is **Huffman Koos Inc.**
3. Annexed hereto as **Exhibit A** and made a part hereof is the **Plan of Merger** for merging **The Wayside Furniture Shops, Incorporated** into **Huffman Koos Inc.**, as approved by resolution of the Board of Directors of **Huffman Koos Inc.** Approval by the shareholders was not required.
4. **Huffman Koos Inc.** is the owner of all of the issued shares of capital stock of **The Wayside Furniture Shops, Incorporated**, and **Huffman Koos Inc.** waived the mailing of a copy of the **Plan of Merger.**
5. The laws of the jurisdiction of organization of **The Wayside Furniture Shops, Incorporated** and **Huffman Koos Inc.** permit a merger of a wholly-owned subsidiary business

corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of Huffman Koos Inc.; and the merger of The Wayside Furniture Shops, Incorporated into Huffman Koos Inc. is in compliance with the laws of the jurisdiction of organization of Huffman Koos Inc.

Executed on: February 19, 1998

Huffman Koos Inc.

By: J. Albanese
Name: Joseph Albanese
Title: Executive Vice President

The Wayside Furniture Shops, Incorporated

By: J. Albanese
Name: Joseph Albanese
Title: Vice President

CERTIFICATE OF OWNERSHIP AND MERGER
OF
THE WAYSIDE FURNITURE SHOPS, INCORPORATED

(a Connecticut corporation)

into

HUFFMAN KOOS INC.

(a Delaware corporation)

It is hereby certified that:

1. Huffman Koos Inc. (the "Corporation") was incorporated in Delaware on July 10, 1986.
2. The Corporation is the owner of all of the outstanding shares of the capital stock of The Wayside Furniture Shops, Incorporated, a corporation incorporated in the State of Connecticut on September 30, 1985.
3. The Corporation, by the following resolutions duly adopted as of February __, 1998 by unanimous written consent of its Board of Directors, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "GCL"), determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge The Wayside Furniture Shops, Incorporated into the Corporation:

RESOLVED, that, inasmuch as the Corporation owns 100% of the outstanding shares of each class of capital stock of The Wayside Furniture Shops, Incorporated, and inasmuch as the Corporation desires to merge The Wayside Furniture Shops, Incorporated into itself (the "Merger"), The Wayside Furniture Shops, Incorporated shall merge into the Corporation effective upon the filing of an appropriate Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and it is further

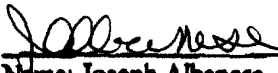
RESOLVED, that each of the officers of the Corporation is hereby authorized and directed to make and execute, and the Secretary of the Corporation is hereby authorized and directed to attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the Merger and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and

things, whatsoever, whether within or without the State of Delaware, that may be in any way necessary or appropriate to effect the Merger.

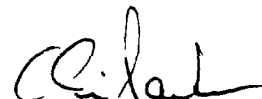
We, the undersigned officers of the Corporation, have hereunder set our hands as the Chairman and Secretary, respectively, of the Corporation as of the 19th day of February, 1998 and we hereby certify that this Certificate of Ownership and Merger was duly adopted in accordance with Section 253 of the GCL, and we hereby affirm that the foregoing certificate is our act and deed and the act and deed of the Corporation and that the facts stated therein are true.

Executed on February 19, 1998.

HUFFMAN KOOS INC.

By: 
Name: Joseph Albanese
Title: Executive Vice President

Attest

By: 
Name: R. Clair Sauder
Title: Chief Financial Officer