

*made
6-26-98*

07-08-1998



100756510

No. 04537.00002

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

1. Name of conveying party(ies):

CompFinance Inc.

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

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

2. Name and Address of receiving party(ies):

Name: CompUSA Inc.
 Internal Address:
 Street Address: 14951 North Dallas Parkway
 City: Dallas State: Texas Zip: 75240

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation-State of Delaware

Other _____

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

(Designation 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: June 27, 1996

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

A. Trademark Application No.(s)

B. Trademark registration Nos.

- U.S. Trademark No. 1,735,429 for COMPUSA
- U.S. Trademark No. 1,690,930 for COMPUSER
- U.S. Trademark No. 1,781,135 for COMPUTDYNE
- U.S. Trademark No. 1,690,754 for COMPUTDYNE
- U.S. Trademark No. 1,323,011 for COMPUSA

Additional Numbers attached? Yes No

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

Name: Herbert J. Hammond

Internal Address:

07/08/1998 DCDATES 00000003 1735429

01 FC:481 40.00 OP
02 FC:482 100.00 OP

Street Address: Thompson & Knight, P.C.
1700 Pacific Avenue, Suite 3300

City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 2

7. Total Fee (37 CFR 3.41): \$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

20-0821

(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.

Herbert J. Hammond
Name of Person Signing

Herbert J. Hammond
Signature

June 25, 1998
Date

Total number of pages comprising cover sheet

1

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"COMPFINANCE INC.", A DELAWARE CORPORATION,

WITH AND INTO "COMPUSA INC." UNDER THE NAME OF "COMPUSA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1996, AT 9:01 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

TRADEMARK
DATE: 8006779

REEL: 1749 FRAME: 060236

2179237 8100M

960189200

CERTIFICATE OF OWNERSHIP AND MERGER
Merging
CompFinance Inc.
With and Into
CompUSA Inc.

CompUSA Inc., a corporation organized and existing under the laws of the state of Delaware (the "Company"), does hereby certify that:

FIRST: The Company was incorporated on the 28th day of November, 1988, pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Company owns all of the outstanding shares of common stock, par value \$.01 per share, of CompFinance Inc., a Delaware corporation ("CompFinance"), incorporated on the 1st day of March, 1993, pursuant to the General Corporation Law of the State of Delaware.

THIRD: The Company, by a resolution of its Board of Directors, duly adopted at a meeting held on the 8th day of May, 1996, a copy of which resolution is attached hereto as Exhibit A, determined to and did merge with and into itself CompFinance, which merger the officers of the Company have determined shall become effective as set forth below.

FOURTH: The merger contemplated by this Certificate of Ownership and Merger shall become effective as of 10:00 a.m. on June 29, 1996.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by its Executive Vice President as of the 29th day of June, 1996.

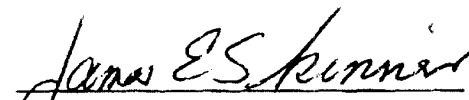

James E. Skinner
Executive Vice President

EXHIBIT A

RESOLVED, that the appropriate officers of CompUSA Inc. are hereby authorized to approve, for and on behalf of CompUSA Inc., the merger of its wholly owned Delaware subsidiary, CompFinance Inc. ("CompFinance"), with and into CompUSA Inc., with CompUSA Inc. continuing as the surviving entity.

480873.06/D

State of Delaware
Office of the Secretary of State

PAGE 1

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Edward J. Freel

Edward J. Freel, Secretary of State

2179237 8100M

960189200

AUTHENTICATION

8006779

TRADEMARK

DATE 06-27-96
REEL: 1749 FRAME: 0036

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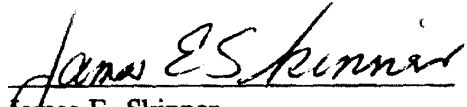

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