

08-24-1998



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8/17/98

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

18

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  
Effective Date  
Month Day Year  
**3/23/98**
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name **Merchandise Sales, Inc.**

**3/23/98**

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization **California**

Receiving Party

Mark if additional names of receiving parties attached

Name **Artmaster Studios, Inc.**

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) **320 Washington Street**

Address (line 2) \_\_\_\_\_

Address (line 3) **Mt. Vernon**  
City

**New York**  
State/Country

**10553-1017**  
Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization **Delaware**

08/21/1998 DNGUYEN 00000265 1897454

FOR OFFICE USE ONLY

01 FC:461  
02 FC:462

40.00 OP  
100.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Process. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**Domestic Representative Name and Address** Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address** Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,897,454"/>	<input type="text" value="1,922,636"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,887,127"/>	<input type="text" value="1,938,601"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,907,388"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

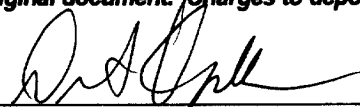
Method of Payment: Enclosed  Deposit Account

Deposit Account  
(Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

DeAnne H. Ozaki  August 17, 1998

Name of Person Signing Signature Date Signed

State of Delaware

PAGE 1

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"MERCHANDISE SALES, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "ARTMASTER STUDIOS, INC." UNDER THE NAME OF "ARTMASTER STUDIOS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF MARCH, A.D. 1998, AT 4:30 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

2865325 8100M

981111819

AUTHENTICATION:

8988573

DATE:

03-24-98

REEL: 1772 FRAME: 0269

**CERTIFICATE OF MERGER**  
**OF**  
**MERCHANDISE SALES, INC.**  
**INTO**  
**ARTMASTER STUDIOS, INC.**

**It is hereby certified that:**

**1. The constituent business corporations participating in the merger herein certified are:**

**(i) Merchandise Sales, Inc., which is incorporated under the laws of the State of California; and**

**(ii) Artmaster Studios, Inc., which is incorporated under the laws of the State of Delaware.**

**2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.**

**3. The name of the surviving corporation in the merger herein certified is Artmaster Studios, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.**

**4. The Certificate of Incorporation of Artmaster Studios, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.**

**5. The executed Agreement of Merger between the constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: c/o Interiors, Inc., 320 Washington Street, Mt. Vernon, New York 10553-1017.**

LOS ANGELES289390.1

TRADEMARK  
REEL: 1772 FRAME: 0270

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the constituent corporations.

7. The authorized capital stock of Merchandise Sales, Inc. consists of 20,000,000 shares of Common Stock and 5,000,000 shares of Preferred stock of a par value of \$.001 each.


Dated: March 23, 1998

MERCHANDISE SALES, INC.,  
a California corporation

By:   
Robert M. Perkowitz, President

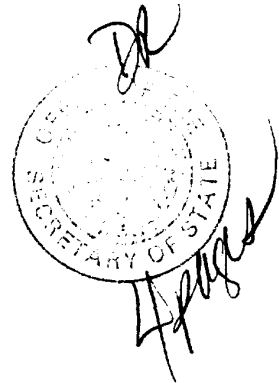
Dated: March 23, 1998

ARTMASTER STUDIOS, INC.,  
a Delaware corporation

By:   
Max Munn, President



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

1997 1 13



*Bill Jones*

Secretary of State

TRADEMARK

REEL: 1772 FRAME: 0272

00567980

CERTIFICATE OF MERGER  
OF  
MERCHANDISE SALES, INC.  
INTO  
ARTMASTER STUDIOS, INC.

RECORDED-FILED  
In the Office of the Secretary of State  
of the State of California

APR 13 1998

BILL JONES, Secretary of State

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Merchandise Sales, Inc., which is incorporated under the laws of the State of California; and

(ii) Artmaster Studios, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Artmaster Studios, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Artmaster Studios, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: c/o Interiors, Inc., 320 Washington Street, Mt. Vernon, New York 10553-1017.

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TRADEMARK  
REEL: 1772 FRAME: 0273

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the constituent corporations.

7. The authorized capital stock of Merchandise Sales, Inc. consists of 20,000,000 shares of Common Stock and 5,000,000 shares of Preferred stock of a par value of \$.001 each.

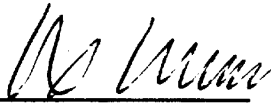
Dated: March 23, 1998

MERCHANDISE SALES, INC.,  
a California corporation

By:   
Robert M. Perkowitz, President

Dated: March 23, 1998

ARTMASTER STUDIOS, INC.,  
a Delaware corporation

By:   
Max Munn, President



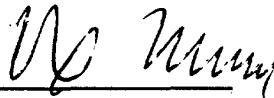
CERTIFICATE OF APPROVAL  
OF  
CERTIFICATE OF MERGER

Max Munn states and certifies that:

1. He is the President and Secretary of Artmaster Studios, Inc., a Delaware corporation.
2. The Certificate of Merger in the form attached was duly approved by the sole director and sole shareholder of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 100.
4. The shareholder percentage vote required for the aforesaid approval was 100 percent.
5. The principal terms of the Certificate of Merger in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

The undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in this certificate are true and correct of his own knowledge.

DATE: March 23, 1998

  
\_\_\_\_\_  
Max Munn  
President and Secretary

OFFICERS' CERTIFICATE  
OF MERCHANDISE SALES, INC.

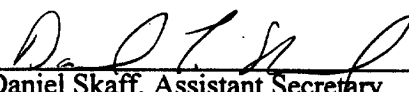
This Officers' Certificate is furnished pursuant to Section 1103 of the California General Corporation Law in connection with the merger (the "Merger") of Merchandise Sales, Inc., a California corporation (the "Corporation") with and into Artmaster Studios, Inc. ("Artmaster"), a Delaware corporation and wholly-owned subsidiary of Interiors, Inc. ("Interiors"), a Delaware corporation.

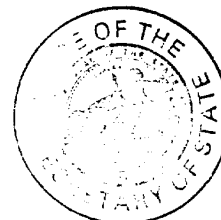
The undersigned, Robert Perkowitz, in his capacity as President, and Daniel Skaff, in his capacity as Assistant Secretary, of the Corporation hereby certifies that:

1. The total number of outstanding shares of each class entitled to vote on the Merger was 702,489 shares of Common Stock.
2. The principal terms of the Agreement and Plan of Merger, dated March 23, 1998, by and between the Corporation, Artmaster and Interiors, were approved by a vote of a number of shares of Common Stock which equaled or exceeded the vote required, such required vote being at least a majority of the outstanding shares of Common Stock.

IN WITNESS WHEREOF, the undersigned have executed this certificate on March 23, 1998.

  
\_\_\_\_\_  
Robert M. Perkowitz, President

  
\_\_\_\_\_  
Daniel Skaff, Assistant Secretary



LAW OFFICES OF  
**PAUL, HASTINGS, JANOFSKY & WALKER LLP**

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

600 PEACHTREE ST., N.E., STE. 2400  
ATLANTA, GEORGIA 30308-2222  
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555 SOUTH FLOWER STREET  
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TELEPHONE (213) 683-6000

FACSIMILE (213) 627-0705

INTERNET [www.phjw.com](http://www.phjw.com)

ROBERT P. HASTINGS (1910-1996)  
COUNSEL  
LEE G. PAUL  
LEONARD S. JANOFSKY  
CHARLES M. WALKER

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TELEPHONE (03) 3586-4711

1299 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20004-2400  
TELEPHONE (202) 508-9500

August 17, 1998

WRITER'S DIRECT ACCESS  
(213) 683-6330

OUR FILE NO.  
28522.87788

**VIA EXPRESS MAIL**

Commissioner of Patents and Trademarks  
BOX ASSIGNMENTS  
Washington, D.C. 20231

Re: Recordation of Merger Documents

Dear Sir or Madam:

For the recordation of merger document, enclosed please find the following documents:

- (1) Trademark Recordation Form Cover Sheet;
- (2) Copies of the Certificate of Merger for Delaware, Certificate of Merger for California and Certificate of Approval of Certificate of Merger; and
- (3) Paul, Hastings, Janofsky & Walker LLP check in the amount of \$140.00 for the applicable filing fee. We request that you charge any deficiencies or credit any overpayments to Paul, Hastings, Janofsky & Walker's Deposit Account Number 16-0752.

Please record the Certificate of Merger and Certificate of Approval of Certificate Merger, and amend your records to reflect that Merchandise Sales, Inc. has merged into Artmaster Studios, Inc. and that Artmaster Studios, Inc. is the new owner of the subject trademark registrations.

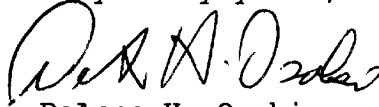
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PAUL, HASTINGS, JANOFSKY & WALKER LLP

Commissioner of Patents and Trademarks  
August 17, 1998  
Page 2

Please contact me should you have any questions  
regarding this matter.

Very truly yours,



DeAnne H. Ozaki

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

Enclosures

cc: Dennis D. D'Amore (w/encls.)  
Michael K. Lindsey, Esq. (w/o encls.)

CERTIFICATE OF EXPRESS MAILING

"Express Mail" mailing label number: EL203297447US

Date of Deposit: August 17, 1998

I hereby certify that the attached Trademark Recordation Form Cover Sheet, Certificates of Merger and Certificate of Approval of Certificate of Merger, filing fee and transmittal letter are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, D.C. 20231.



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Shirley Landis  
Legal Secretary  
PAUL, HASTINGS, JANOFSKY & WALKER LLP  
Attorneys for Applicant  
Twenty-Third Floor  
555 South Flower Street  
Los Angeles, California 90071  
(213) 683-6000