



MAD 12-24-98
Tab settings = = =

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Attached original documents or copy thereof.

To the Honorable Commissioner of

1. Name of conveying party(ies):

SPECTRUM STORES, INC.

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

- Association
- Limited Partnership



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

3. Nature of conveyance:

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

Execution Date: March 26, 1998

2. Name and address of receiving party(ies)

Name: SPECTRUM REALTY, INC.

Internal Address: _____

Street Address: 824 Third Avenue

City: West Point State: GA ZIP: 31833

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 2,173,884
- 1,310,404
- 2,170,024

Additional numbers attached? Yes No

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

Name: James F. Vaughan, Esq.

Internal Address: _____

WOMBLE, CARLYLE, SANDRIDGE & RICE

Street Address: Suite 700

1275 Peachtree Street, N.E.

City: Atlanta State: GA ZIP: 30309-3574

6. Total number of applications and registrations involved: _____

3

7. Total fee (37 CFR 3.41).....\$ 90 E

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

JAMES F. VAUGHAN
Name of Person Signing

James F. Vaughan
Signature

12/4/98
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

Secretary of State

Corporations Division

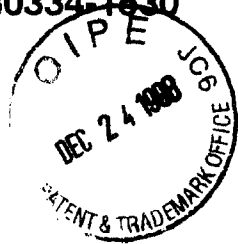
315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982220197
CONTROL NUMBER : 8300668
DATE INC/AUTH/FILED: 06/19/1925
JURISDICTION : GEORGIA
PRINT DATE : 08/10/1998
FORM NUMBER : 215

ISAF VAUGHAN & KERR
SHARON INGENDAAY
900 CIRCLE 75 PKWY.
ATLANTA GA 30339



CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

SPECTRUM REALTY, INC. A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980850926
CONTROL NUMBER: 8300668
EFFECTIVE DATE: 03/26/1998
REFERENCE : 0045
PRINT DATE : 03/26/1998
FORM NUMBER : 614

JOHN M. TANZINE, III
233 12TH STREET
SUITE 500, THE CORPORATE CENTER
COLUMBUS, GA 31902

CERTIFICATE OF RESTATED ARTICLES WITH NAME CHANGE

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

**SPECTRUM STORES, INC.
A DOMESTIC PROFIT CORPORATION**

have been duly restated and amended and the corporate name changed to

SPECTRUM REALTY, INC.

by the filing of articles of restatement in the office of the Secretary of State and by paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

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8300668

**RESTATED ARTICLES OF INCORPORATION
OF
SPECTRUM STORES, INC.
PURSUANT TO SECTION 14-2-1007 OF
THE GEORGIA BUSINESS CORPORATION CODE**

I.

The name of the Corporation is **SPECTRUM STORES, INC.**

II.

These Restated Articles of Incorporation contain amendments requiring approval of the shareholders of the Corporation. On March 11, 1998, the Board of Directors of the Corporation, by unanimous written consent to corporate action executed by all of the directors of the Corporation, adopted a resolution approving, and recommending to the Corporation's shareholders that they approve, these Restated Articles of Incorporation. In addition, effective on March 24, 1998, the shareholders of the Corporation approved these Restated Articles of Incorporation, by unanimous written consent to corporate action executed by all of the shareholders of the Corporation, in accordance with the provisions of O.C.G.A. Section 14-2-1003. These Restated Articles of Incorporation restate all provisions of the prior Articles of Incorporation of the Corporation, as amended, including, but not limited to, Articles of Amendment effective December 20, 1972, January 3, 1983, January 11, 1988, May 13, 1991, and August 20, 1997, so that as amended and restated, these Restated Articles of Incorporation read as follows:

**RESTATED ARTICLES OF INCORPORATION
OF
SPECTRUM REALTY, INC.**

ARTICLE I

The name of the Corporation is:

SPECTRUM REALTY, INC.

ARTICLE II

The purpose of the Corporation is to engage in any lawful business or activity for which corporations may be organized under the Georgia Business Corporation Code.

ARTICLE III

The Corporation shall have the authority to issue ten million (10,000,000) shares of ten cents (\$.10) par value capital stock, all of which shall be designated 'Common Stock.' The shares of

Common Stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

ARTICLE IV

(A) No director shall have any liability to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director received an improper personal benefit; provided that the foregoing provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

(B) Any repeal or modification of the provisions of this Article IV by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation or liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(C) If the Georgia Business Corporation Code is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Business Corporation Code.

(D) In the event that any of the provisions of this Article IV (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of Incorporation to be executed, its corporate seal affixed and the foregoing to be attested, all by its duly authorized officers, on the 26th day of March, 1998.

SPECTRUM STORES, INC.

By: Albert C Woodroof III
Name: ALBERT C. WOODROOF III
Title: PRESIDENT

Attest: [Signature]
Name: LORING F. PEREZ
Title: SECRETARY

[CORPORATE SEAL]

(9) MSB
MAR 26 2 36 PM '98

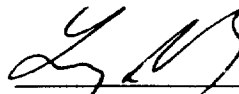
SECRETARY OF STATE

146909-1

**CERTIFICATE REGARDING VERIFICATION OF
THE REQUEST FOR PUBLICATION OF THE
NOTICE OF INTENT TO CHANGE THE CORPORATE NAME
FROM
SPECTRUM STORES, INC.
TO
SPECTRUM REALTY, INC.**

The undersigned, Loring F. Perez, Vice President/Finance and Secretary of Spectrum Stores, Inc., a Georgia corporation (the "Corporation"), does hereby certify pursuant to Section 14-2-1006.1(b) of the Georgia Business Corporation Code, contained within the Official Code of Georgia Annotated, that the Corporation has requested that the *LaGrange Daily News* publish a NOTICE OF CHANGE OF CORPORATE NAME giving notice that Spectrum Stores, Inc. is filing Articles of Amendment that will change its corporate name to Spectrum Realty, Inc. The Corporation has requested that this notice be published in the paper, which is the official organ of the county, once a week for two consecutive weeks, commencing within ten (10) days of the newspaper's receipt of the Corporation's request. In addition, the Corporation has paid the statutory fee of \$40.00 for the cost of this publication.

IN WITNESS WHEREOF, the undersigned does hereby set his hand and seal, this the 26th day of March, 1998.



Loring F. Perez, Vice President/Finance and
Secretary