

04-15-1999



1511/36304 Case TM-11

FORM PTO-1594

RECORDATION FORM COVER SHEET 101010924

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

4.5-99

TRADEMARKS ONLY

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

1. Name of conveying party(ies)

TOWNHOUSE-PENTHOUSE INDUSTRIES, INC.

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

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

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

Name: SIMMONS UPHOLSTERED FURNITURE, INC.

Internal Address:

Street Address: 400 Skokie Blvd. - Suite 625

City: Northbrook State: IL Zip: 60062

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

3. Nature of conveyance:

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

Execution Date:

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,694,437

Additional numbers attached? Yes No

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

Name: Raiford A. Blackstone, Jr., Esq.

Internal Address: TREXLER, BUSHNELL, GIANGIORGI & BLACKSTONE, LTD.
105 West Adams Street
Chicago, IL 60603

Street Address: same

City: State: Zip:

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41)..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-1495

(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.

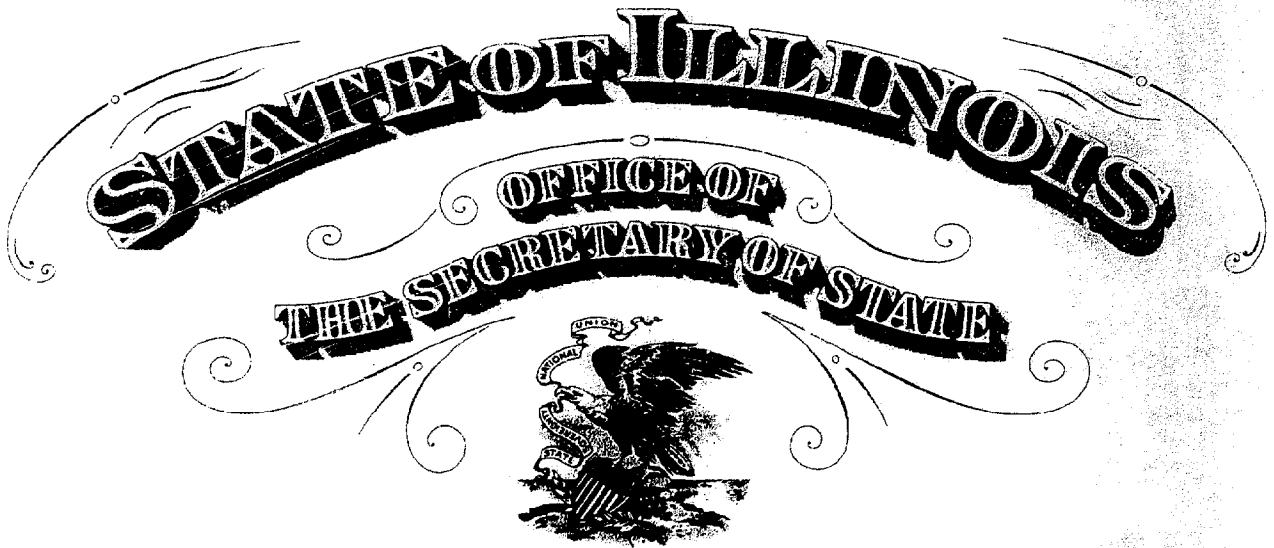
Esther H. Shin
Name of Person Signing

Esther H. Shin
Signature

4/5/99
Date

8

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

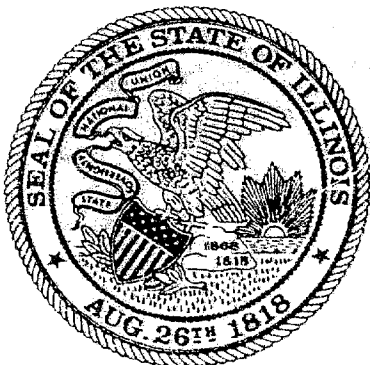


Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
SIMMONS UPHOLSTERED FURNITURE INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF **Delaware** HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 1st
day of September A.D. 1992 and
of the Independence of the United States
the two hundred and 17th*



George H. Ryan
SECRETARY OF STATE

0621.0155
**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

File # 5500-077-8

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

FILED PAID
SEP 1 1992

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 9/1/92
Filing Fee \$ 25.00

Remit payment in check or money
order, payable to "Secretary of State."

SEP 1 1992
GEORGE H. RYAN
SECRETARY OF STATE

Approved: [Signature]

1. (a) CORPORATE NAME: TOWNHOUSE-PENTHOUSE INDUSTRIES, INC.

(b) and, if change of name, NEW CORPORATE NAME: SIMMONS UPHOLSTERED FURNITURE INC.

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: December 12, 1977

(c) Period of Duration: perpetual

3. (a) Address of principal office, wherever located: 400 Skokie Blvd. - Suite 625

(b) Address of principal office in Illinois: 400 Skokie Blvd. - Suite 625

Northbrook, IL 60062

Northbrook, IL 60062

4. Name and address of registered agent and registered office in Illinois:

Registered Agent:	<u>Peter</u>	<u>Crane</u>
	<i>First Name</i>	<i>Last name</i>
Registered Office:	<u>400 Skokie Blvd.</u>	<u>STE. 625</u>
	<i>Number</i>	<i>Suite #</i>
	<u>Northbrook</u>	<u>Cook</u>
	<i>City</i>	<i>County</i>
	<u>60062</u>	
	<i>Zip Code</i>	

5. States and countries in which corporation is admitted or qualified to transact business: Delaware, California, Illinois, Indiana, Mississippi, Missouri and Washington (State)

6. Names and residential addresses of officers and directors:

	Name	Number & Street	City	State	Zip Code
President	<u>Glenn N. Rupp</u>	<u>1085 Ashlev Road</u>	<u>Lake Forest.</u>	<u>IL</u>	<u>60045</u>
Secretary	<u>Christine J. Smith</u>	<u>212 E. 47th Street</u>	<u>New York</u>	<u>NY</u>	<u>10017</u>
Director	<u>See Attachment A</u>				
Director					
Director					

If more than three, attach list.

7. Purpose or purposes proposed to be pursued in transacting business in this State:
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common Class A		10.00	180,000	95,409
Common Class B		10.00	20,000	10,601


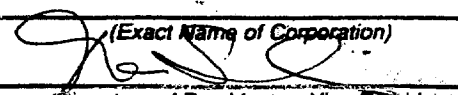
9. Paid-in Capital: 1,060,100

("Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. This application is accompanied by a copy of the Articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

11. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated August 31, 1992 Simmons Upholstered Furniture Inc.
 (Exact Name of Corporation)

attested by  by 
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Christine J. Smith, Secretary Thomas P. Salice, Vice President
 (Type or Print Name and Title) (Type or Print Name and Title)

ATTACHMENT A

SIMMONS UPHOLSTERED FURNITURE INC.

BOARD OF DIRECTORS

<u>Title</u>	<u>Name</u>	<u>Residence</u>
Chairman of the Board	Douglas D. Danforth	272 Justabout Venetia, Pa. 15367
Vice Chairman of the Board	J. Paul Sticht	7 Graylyn Place Winston-Salem, NC 27106
Director	Charles F. Baird, Jr.	33 East 70th Street Apt. 6F New York, New York 10021
Director	Ronald Chod	18555 Booness Lane Glencoe, MO 63038
Director	Clifton C. Garvin, Jr.	33 Baldwin Farm Road South Greenwich, CT 06831
Director	Howard G. Haas	800 Greenwood Ave. Glencoe, IL 60022
Director	Vincent A. Mai	50 Cornwall Lane Port Washington, NY 11050
Director	Glenn N. Rupp	1085 Ashley Road Lake Forest, IL 60045
Director	Thomas P. Salice	20 Colby Avenue Rye, NY 10580

EXPEDITED
SECRETARY OF STATE

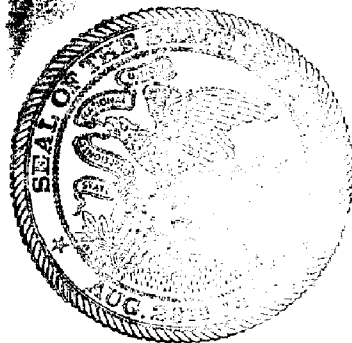
MAR 29 1999

EXP. FEES 25.00
COPY - CERT. 10.00

STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of four pages, as taken from the original on file in this office.



Jesse White

JESSE WHITE
SECRETARY OF STATE

DATED: March 29, 1999

BY: Julie Blakeman