

04-15-1999

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1511/36304 Case TM-11

FORM PTO-1594

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U.S. DEPARTMENT OF COMMERCE

4.5.99

TRADEMARKS ONLY

Patent and Trademark Office

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

1. Name of conveying party(ies)

SIMMONS UPHOLSTERED FURNITURE, 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: TPI Services, Inc.

Internal Address:

Street Address: 1314 Hanley Industrial Court

City: St. Louis State: MO Zip: 63122

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)



04-05-1999

U.S. Patent & TMO's/TM Mail Rcpt Dt. #70

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

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

Total number of pages including cover sheet, attachments, and documents: 8

04/18/1999 VBR000167 1694437 40.00
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CERTIFICATE OF INCORPORATION

DEC 12 1986 GJM

OF

TPI SERVICES, INC.

[Handwritten Signature]

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is TPI SERVICES, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 229 South State Street, City of Dover, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is United States Corporation Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is three thousand. The par value of each of such shares is one cent. All such shares are of one class and are shares of Common Stock.

FIFTH: The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Susan Roberts	1 Gulf+Western Plaza New York, N. Y. 10023-7773

SIXTH: The corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies.

No election of directors need be by written ballot.

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of § 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of § 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of § 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

NINTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of § 102 of the

General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: The corporation shall, to the fullest extent permitted by § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed on December 11, 1986.



Incorporator

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

TPI Services, Inc.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of TPI Services, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

The name of the corporation is Simmons Upholstered Furniture Inc.

- ▶ SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 332 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- ▶ THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- ▶ FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.
- ▶ IN WITNESS WHEREOF, said TPI Services, Inc.

has caused this certificate to be signed by


Ronald Chod

, its President,

and Barry Chod

, its Secretary,

this 25th day of June, 19 90

BY 
RONALD CHOD, President

ATTEST: 
BARRY CHOD, Secretary

CERTIFICATE OF CHANGE OF REGISTERED AGENT

AND

REGISTERED OFFICE

SIMMONS UPHOLSTERED FURNITURE INC. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware. DOES HEREBY CERTIFY:

The present registered agent of the corporation is UNITED STATES CORPORATION COMPANY and the present registered office of the corporation is in the county of Kent

The Board of Directors of adopted the following resolution on the 7th day of March, 1991.

Resolved, that the registered office of

in the state of Delaware be and it hereby is changed to Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, and the authorization of the present registered agent of this corporation be and the same is hereby withdrawn, and THE CORPORATION TRUST COMPANY, shall be and is hereby constituted and appointed the registered agent of this corporation at the address of its registered office.

IN WITNESS WHEREOF, SIMMONS UPHOLSTERED FURNITURE INC. has caused this statement to be signed by Steven Funk, its

Vice President and attested by Barry Chod

its Secretary this 5th day of April, 1991.

By Steven Funk
Steven Funk, Vice-President

ATTEST:

By Barry Chod
Barry Chod, Secretary

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

SIMMONS UPHOLSTERED FURNITURE INC.

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

The undersigned Vice President and Secretary of Simmons Upholstered Furniture Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify as follows:

FIRST: The Certificate of Incorporation of the corporation is amended to change its corporate name. To effect the same, Article FIRST thereof is deleted in its entirety and the following is inserted in place thereof:

"FIRST: The name of the corporation (hereinafter called the "corporation") is TPI Services Inc."


SECOND: This amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law. Consent in writing to the amendment was given by the holder of all the outstanding stock of the corporation in accordance with the provisions of Section 228 of the General Corporation Law.

IN WITNESS WHEREOF, the corporation has caused this Certificate to be signed by its Vice President and attested by its Secretary, this 31st day of August, 1992.



Vice President

ATTEST



Christine J. Smith, Secretary

**STATE OF DELAWARE
CERTIFICATE OF RESIGNATION OF
REGISTERED AGENT**

This is to certify that The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, 19801, pursuant to Section 136 of the General Corporation Law of the State of Delaware:

(1) Resigned the office of registered agent on 1/16/98, without appointing any person or corporation as registered agent in my stead.

(2) That written notice of resignation was given to affected corporations at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the corporations at their address last known to the registered agent on 12/22/97.

By: William J. Reif
Authorized Officer/Person

Name: William J. Reif
Print or Type