

04-16-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

46/99

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
- Change of Name
- Other

Effective Date
Month Day Year
01 30 99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
01 26 99

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country 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

04/15/1999 DNGUYEN 00000235 1156769

FOR OFFICE USE ONLY

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

TRADEMARK
REEL: 1883 FRAME: 0938

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="1156769"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

Claire M. Kimball

Name of Person Signing

Claire M Kimball

Signature

3/29/99

Date Signed

**CERTIFICATE OF MERGER
OF
CPS HOTEL MANAGEMENT SERVICES, INC.
(a Delaware corporation)
WITH AND INTO
CPS DEPARTMENT STORES, INC.
(a Delaware corporation)**

I. Constituent Corporations

CPS Hotel Management Services, Inc., a Delaware corporation, is hereby merged with and into CPS Department Stores, Inc., a Delaware corporation, pursuant to Section 251 of the Delaware General Corporation Law, with CPS Department Stores, Inc., a Delaware corporation, to survive the merger.

II. Agreement and Plan of Merger

An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law.

III. Name of Surviving Corporation

The name of the surviving corporation is CPS Department Stores, Inc.

IV. Certificate of Incorporation

The Certificate of Incorporation of CPS Department Stores, Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

V. Executed Agreement and Plan of Merger

The executed Agreement and Plan of Merger is on file at 36 South Wabash, Chicago, Illinois 60603, the principal place of business of the surviving corporation.

VI. Copy of Agreement and Plan of Merger

A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

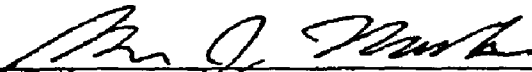
VII. Effective Time

This Certificate of Merger and the merger contemplated hereby shall become effective at 3:00 p.m. E.S.T. on January 30, 1999.

[Signature on next page]

IN WITNESS WHEREOF, CPS Department Stores, Inc., has caused this Certificate of Merger to be executed by a duly authorized officer this 26th day of January, 1999.

CPS DEPARTMENT STORES, INC.

By: 
Name: Brian J. Martin
Title: Exec. V.P.

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:

"CPS HOTEL MANAGEMENT SERVICES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CPS DEPARTMENT STORES, INC." UNDER THE NAME OF "CPS DEPARTMENT STORES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999, AT 9:10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JANUARY, A.D. 1999.

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

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RECORDED: 04/02/1999

AUTHENTICATION:

9547730

DATE:

01-28-99

TRADEMARK

REEL: 1883 FRAME: 0943