

07-22-1999

481-40 482-100 484-1  
COVER SHEET  
ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark



101077607

and the attached original documents or copy thereof.

To the Honorable Commissioner

1. Name of conveying party(ies):

HomePlace Holdings, Inc.

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

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

3. Nature of conveyance:

28

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

Execution Date: June 15, 1999

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

Name: HomePlace of America, Inc.

Internal Address:

Street Address: 3200 Pottery Drive

City: Myrtle Beach State: SC ZIP: 29579

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 registration number(s):

A. Trademark Application No.(s)

75/363,864

TM

B. Trademark registration No.(s)

1,101,807; 1,918,568;  
1,940,463; 2,220,317

Additional numbers attached?  Yes  No

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

Name: E. Thomas Watson

Internal Address: 2500 Charlotte Plaza

Street Address: 201 South College Street

City: Charlotte State: NC ZIP: 28244

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 260.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

07/28/1999 DC0ATES 00000092 75363864

DO NOT USE THIS SPACE

01 FC:481	40.00 DP
02 FC:482	100.00 DP
03 FC:484	120.00 DP

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.

E. Thomas Watson  
Name of Person Signing

*E. Thomas Watson*  
Signature

7/21/99  
Date

Total number of pages comprising cover sheet: 1

Office of the Secretary of State

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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:

"WACCAMAW CORPORATION", A SOUTH CAROLINA CORPORATION, WITH AND INTO "HOMEPLACE OF AMERICA, INC." UNDER THE NAME OF "HOMEPLACE OF AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JUNE, A.D. 1999, AT 8:31 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991239156

AUTHENTICATION: 9803809

DATE: 06-15-99

**TRADEMARK**  
REEL: 001900 FRAME: 0857

CERTIFICATE OF MERGER  
OF  
WACCAMAW CORPORATION  
WITH AND INTO  
HOMEPLACE OF AMERICA, INC.

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Waccamaw Corporation	South Carolina
HomePlace of America, Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger dated as of March 16, 1999, by and among Waccamaw Corporation, HomePlace of America, Inc. and HomePlace Holdings, Inc. (the "Merger Agreement"), has been approved and adopted by the Boards of Directors of each of the constituent corporations and by the sole stockholder of Waccamaw Corporation in accordance with Section 252 of the General Corporation Law of the State of Delaware, and certified, executed and acknowledged by the duly authorized officers of each of the constituent corporations. In lieu of approval of the stockholders of HomePlace of America, Inc., the Merger Agreement was duly adopted pursuant to the First Amended Joint Plan of Reorganization of HomePlace Holdings, Inc. (which was merged with and into HomePlace of America, Inc. on June 7, 1999 pursuant to said First Amended Joint Plan of Reorganization) and its subsidiaries, dated April 28, 1999 and confirmed by order of the United States Bankruptcy Court for the District of Delaware entered on June 4, 1999 pursuant to Chapter 11 of Title 11 of the United States Code, and otherwise in accordance with Section 303 and other applicable provisions of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is *HomePlace of America, Inc.*

**FOURTH:** That the Amended and Restated Certificate of Incorporation of HomePlace of America, Inc. shall be its certificate of incorporation as the surviving corporation of the merger.

**FIFTH:** That the executed Merger Agreement is on file at the principal place of business of the surviving corporation at 3200 Pottery Drive, Myrtle Beach, South Carolina 29579.

**SIXTH:** That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That the authorized capital stock of Waccamaw Corporation is 100,000,000 shares of common stock without par value.

**EIGHTH:** That the merger contemplated hereby and by the Merger Agreement shall become effective as of the date of filing of this Certificate of Merger.

IN WITNESS WHEREOF, HomePlace of America, Inc. has caused this Certificate to be signed by its duly authorized officer named below this 9<sup>th</sup> day of June, 1999.

HOMEPLACE OF AMERICA, INC.

By: *Patrick J. Fodale*  
Patrick J. Fodale, Senior Vice President  
and Chief Financial Officer