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07-22-1999



COVER SHEET
(S ONLY)
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Comm 101077608

record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Waccamaw Corporation

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State South Carolina
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: June 15, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
tm
Additional numbers attached? Yes No

B. Trademark registration No.(s)
2,134,803; 2,090,092; 2,008,606;
2,008,607; 1,946,990; 1,399,882;
1,257,972
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: 7
7. Total fee (37 CFR 3.41): \$ 310.00
 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)

07/22/1999 DCIMTES 0000093 2134803
01 FC:481 40.00 OP
02 FC:482 150.00 OP
03 FC:484 120.00 OP

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.
E. Thomas Watson
Name of Person Signing
Signature
Date 7/21/99
Total number of pages comprising cover sheet: 1

TRADEMARK
REEL: 001912 FRAME: 0258

Office of the Secretary of State

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

3014189 8100M

991239156

AUTHENTICATION: 9803809

DATE: 06-15-99

TRADEMARK

REEL: 001912 FRAME: 0259

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 9th day of June, 1999.

HOMEPLACE OF AMERICA, INC.

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