

06-30-1999



101082276

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

6-24-99

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

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

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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

FOR OFFICE USE ONLY

06/29/1999 BNGUYEN 00000148 0257977

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 001921 FRAME: 0516

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

<input type="text" value="0,257,977"/>	<input type="text" value="0,896,886"/>	<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

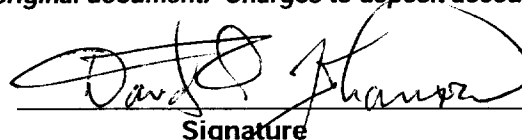
No

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.

David O. Johanson

Name of Person Signing



Signature

June 24, 1999

Date Signed

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ECLIPSE SLEEP PRODUCTS OF NEW ENGLAND, INC.

ECLIPSE SLEEP PRODUCTS OF NEW ENGLAND, 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 by Consent of the Board of Directors of Eclipse Sleep Products of New England, Inc., resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation, declaring the amendment to be advisable and directing all of the stockholders to consider the amendment and indicate its authorization by consent in writing. The resolution setting forth the text of the proposed amendment is as follows:

"RESOLVED: That it is desirable and in the best interest of the Corporation to amend Article FIRST to read in its entirety as follows:


FIRST: The name of the Corporation is:
Associated Sleep Industries, Inc."

SECOND: That thereafter, pursuant to the resolutions of the Board of Directors, all of the stockholders of Eclipse Sleep Products of New England, Inc. duly adopted the amendment by written consent, in accordance with Section 228 of the General Corporation Law of the State of Delaware, signed by each holder of record of the issued and outstanding stock of such corporation.

THIRD: That this amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Eclipse Sleep Products of New England, Inc. has caused this certificate to be signed by Thomas Burns, its President, this 9 day of July, 1997.

ECLIPSE SLEEP PRODUCTS OF
NEW ENGLAND, INC.

By: 
Thomas Burns
President

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 AMENDMENT OF "ECLIPSE SLEEP PRODUCTS OF NEW ENGLAND, INC.", CHANGING ITS NAME FROM "ECLIPSE SLEEP PRODUCTS OF NEW ENGLAND, INC." TO "ASSOCIATED SLEEP INDUSTRIES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF SEPTEMBER, A.D. 1997, AT 9:01 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

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991070341

AUTHENTICATION: 9592922

DATE: 02-24-99

RECORDED: 06/24/1999

TRADEMARK
REEL: 001921 FRAME: 0519