

07-07-1999

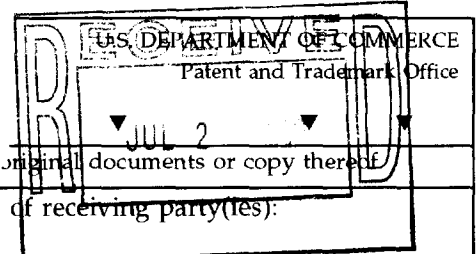
FORM PTO-1594

(Rev. 6-93)
OMB No. 0651-001 (exp. 4/94)
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RECORDED



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To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):
 Ex Libris Trading Company, Inc. d/b/a French Country Living, Inc.
 10205 Colvin Run Road
 Great Falls, Virginia 22066

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

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

2. Name and address of receiving party(ies):
 Name: French Country Living, Inc.
 Internal Address: _____
 Street Address: 10205 Colvin Run Road
 City: Great Falls State: VA ZIP: 22066
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Virginia
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 9, 1996

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 trademark number(s):

A. Trademark Application No.(s)
74/661301 (now registration no. 2,248,432)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Barbara A. Barakat, Esquire
 Internal Address: Hale and Dorr LLP

 Street Address: 60 State Street

 City: Boston State: MA ZIP: 02109

6. Total number of applications and registration involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account
Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number:
08-0219

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

07/06/1999 BNGUYEN 00000364 000219 74661301

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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.

Barbara A. Barakat Barbara A Barakat July 2, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

106120.167

TRADEMARK
 REEL: 001923 FRAME: 0918

CERTIFICATE TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRENCH COUNTRY LIVING, INC.

We hereby submit the following Certificate to the Amended and Restated Articles of Incorporation of French Country Living, Inc., until now named Ex Libris Trading Company, Inc., pursuant to the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and set forth the following:

FIRST: The name of the corporation is Ex Libris Trading Company, Inc.

SECOND: The name of the corporation is changed from Ex Libris Trading Company, Inc. to French Country Living, Inc. (“the corporation”).

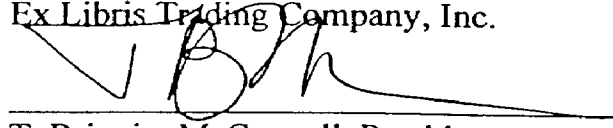
THIRD: The aggregate number of shares issued by the corporation is changed from ten (10) authorized shares of one class, each share having a par value of \$10.00, to three hundred thousand (300,000) shares, all of one class, each share having a par value of \$0.10. The existing 10 shares that are authorized, and have been issued, are to be converted into two hundred eighty-five thousand (285,000) shares of the newly authorized stock, one hundred forty-two thousand five hundred (142,500) each to the company’s two current shareholders, in return for the five (5) shares they each previously owned.

FOURTH: The foregoing amendments were adopted by the unanimous consent of the corporation’s shareholders, T. Bringier McConnell and Sally McCormick McConnell, being all of the shareholders and directors of the corporation, each of whom has executed this Certificate to the Amended and Restated Articles of Incorporation.

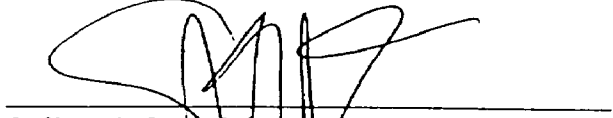
The undersigned directors and shareholders of Ex Libris Trading Company, Inc. declare the facts herein stated are true as of this 9 day of May, 1996.

Ex Libris Trading Company, Inc.

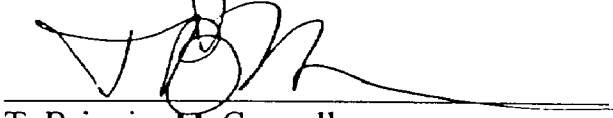
By:



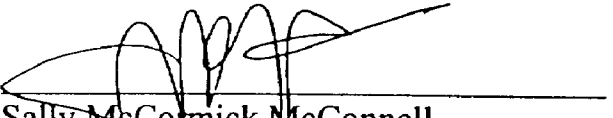
T. Bringier McConnell, President



Sally McCormick McConnell, Secretary



T. Bringier McConnell



Sally McCormick McConnell

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FRENCH COUNTRY LIVING, INC.

We hereby submit these Amended and Restated Articles of Incorporation pursuant to the provisions of Chapter 9 of Title 13.1 of the Code of Virginia.

FIRST: The name of the corporation is FRENCH COUNTRY LIVING, INC. (“the corporation”).

SECOND: The period of the corporation’s duration is perpetual.

THIRD: The purposes for which the corporation is organized are the marketing and sale of furniture, home furnishings and home decor, and the transaction of any and all lawful business, not required to be specifically stated in these Articles of Incorporation, for which corporations may be incorporated under the Virginia Stock Corporation Act.

FOURTH: The address of the registered office and the city in which it is located are 10205 Colvin Run Road, Great Falls, Virginia 22066, and the name of the registered agent at that address is T. Bringier McConnell.

FIFTH: The aggregate number of shares which the corporation shall have the authority to issue shall be three hundred thousand (300,000), all of one class, each share having a par value of \$0.10.

SIXTH: The shareholders shall not have preemptive rights to acquire additional shares of the corporation.

SEVENTH: The provisions for the regulation of the internal affairs of the corporation are provided in the by-laws of the corporation.

EIGHTH: The number of Directors constituting the Board of Directors is two (2) and addresses of those serving are as follows:

T. Bringier McConnell	10205 Colvin Run Road Great Falls, Virginia 22066
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Sally McCormick McConnell	10205 Colvin Run Road Great Falls, Virginia 22066
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NINTH: The corporation shall indemnify its directors against personal liability for their actions taken on behalf of the corporation to the fullest extent permitted by the laws of the Commonwealth of Virginia, as the same exists or hereafter may be amended.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation the 9 day of May, 1996. The signatory acknowledges that he has signed this document.


T. Bringier McConnell, President

AGREEMENT CONCERNING EFFECTIVE DATE OF TRANSFER OF OWNERSHIP INTERESTS IN EX LIBRIS TRADING CO., INC.

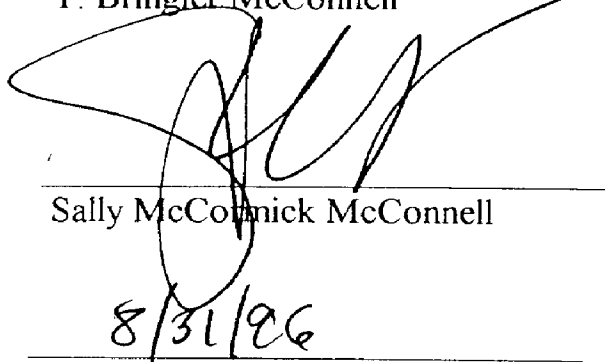
The undersigned parties hereby agree to make September 1, 1996 the effective date of their "Agreement Concerning Ownership of Shares of Ex Libris Trading Company, Inc." signed on May 9, 1996, for the purpose of transferring full legal and operational control of the tile business now known as French Country Living Tile & Stone to Sally McConnell.

In addition, the parties also agree that the employment agreement attached to the above-referenced Agreement concerning Sally McConnell's employment by French Country Living, Inc. (the "Company") as president of the Company's retail operations subsidiary is null and void.

AGREED:



T. Bringier McConnell



Sally McCormick McConnell

8/31/96

Date