

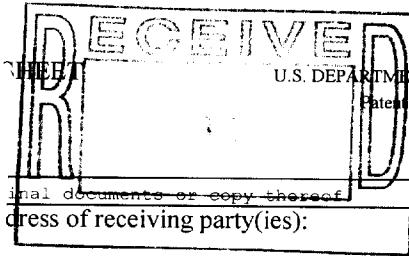
8-30-99

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 12698.7US01

09-02-1999



101133068



To the Commissioner of Patents and

1. Name of conveying party(ies):

California Style, Inc. (a Delaware corporation)
WS Acquisition, LLC (a Delaware Limited Liability Company)
California Catalogue Companies Corporation (a Delaware Corporation)

California Style, Inc.
5823 Newton Drive
Carlsbad, California 92008

- Individuals
- General Partnership
- Corporation—State of
- Other: See above
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

- Individual(s) citizenship
- General Partnership
- Corporation—State of Delaware
- Other:

- Association
- Limited Partnership

Execution Date: August 23, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

(Designations must be 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)

B. Trademark Reg. No.(s)

1,791,141

Additional numbers attached? Yes No

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

Name: D. Randall King
Address: Merchant & Gould P.C.
3100 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

D. Randall King

Name of Person Signing

Signature

August 27, 1999

Date

09/01/1999 DMGUYEH 00000258 1791141

01 FC:481

40.00 DP

Total number of pages including cover sheet, attachments, and document: 3

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 001952 FRAME: 0105

State of Delaware
Office of the Secretary of State PAGE 1

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:

"CALIFORNIA STYLE, INC.", A DELAWARE CORPORATION,

"WS ACQUISITION, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "CALIFORNIA CATALOGUE COMPANIES CORPORATION"

UNDER THE NAME OF "CALIFORNIA STYLE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF AUGUST, A.D. 1999, AT 4 O'CLOCK P.M.



2207921 8100M

991351694

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9934911

DATE: 08-23-99

**CERTIFICATE OF MERGER
OF
CALIFORNIA STYLE, INC. AND WS ACQUISITION, LLC
INTO
CALIFORNIA CATALOGUE COMPANIES CORPORATION**

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 business entities of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
California Style, Inc.	Delaware
WS Acquisition, LLC	Delaware
California Catalogue Companies Corporation	Delaware

SECOND: That 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 subsection (c) of Section 251 of the General Corporation Law of the State of Delaware and by the constituent limited liability company in accordance with the requirements of Subsection (b) of Section 18-208 of the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving corporation of the merger is California Catalogue Companies Corporation, which upon the merger will change its name to "California Style, Inc."

FOURTH: That the certificate of incorporation of the surviving corporation shall, as a result of the merger, be amended in its entirety to read as set forth on Exhibit A hereto.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation. The address of such office of the surviving corporation is 5823 Newton Drive, Carlsbad, California 92008.

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

CALIFORNIA CATALOGUE COMPANIES CORPORATION

By: Susan Merritt
Susan Merritt, its President

**CERTIFICATE OF INCORPORATION
OF
CALIFORNIA STYLE, INC.**

ARTICLE 1 - NAME

The name of the corporation is California Style, Inc.

ARTICLE 2 - REGISTERED OFFICE AND AGENT

The registered office of the corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3 - PURPOSES

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4 - CAPITAL STOCK

4.1) The aggregate number of shares the corporation has authority to issue shall be 15,000 common shares, which shall have a par value of \$.01 per share solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of the corporation, and which shall consist of 5,100 voting common shares and 9,900 nonvoting common shares. The common shares of the corporation shall be identical in all respects, except that the voting common shares shall be the sole voting stock of the corporation, and the right to vote shall not otherwise accrue to the nonvoting common shares except as may otherwise be required by law.

4.2) No holder of shares of the corporation of any class now or hereafter authorized has any preferential or preemptive rights to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

4.3) No holder of shares of the corporation of any class now or hereafter authorized shall be entitled to cumulative voting.

ARTICLE 5 - MEETINGS AND BOOKS

5.1) Meetings of the stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. Elections of directors need not be by written ballot unless and except to the extent that the Bylaws so provide. Any action required to or which may be taken at a meeting of stockholders of the corporation may be taken without a meeting if authorized by a writing signed by all of the holders of shares who would be entitled to vote upon the action at a meeting for such purpose.

5.2) The books of the corporation may be kept within or (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

ARTICLE 6 - INCORPORATOR

The name and mailing address of the incorporator are as follows:

John A. Grimstad
1100 International Centre
900 Second Avenue South
Minneapolis, Minnesota 55402

ARTICLE 7 - LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article 7 by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE 8 - INDEMNIFICATION

8.1) The corporation shall indemnify, to the fullest extent authorized or permitted by law as now enacted or hereafter amended, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or by reason of the fact that such person, at the request of the corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, as a director, officer, employee or agent.

8.2) The corporation shall, to the fullest extent authorized or permitted by law as now enacted or hereafter amended, pay the expenses (including attorneys' fees) incurred by persons identified in the preceding Section 8.1 in defending such action, suit or proceeding in advance of the final disposition of the same.

8.3) The rights conferred on any person pursuant to this Article 8 shall not be exclusive of any other rights which such person may have or hereafter acquire under any statutes, Bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

8.4) The Board of Directors may authorize the purchase and maintenance of insurance for the purpose of such indemnification or other rights granted pursuant to this Article 8, against expense liability or loss, whether or not the corporation would have the power to indemnify such persons against such expense, liability or loss under the Delaware General Corporation Law, as now enacted or hereafter amended.

8.5) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 8 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 9 - BYLAWS

The Board of Directors is expressly authorized to make and alter Bylaws of this corporation, subject to the power of the stockholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by the General Corporation Law of Delaware.

ARTICLE 10 - AMENDMENT OF CERTIFICATE OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

2258091.2