

11-29-1999



101175513

MRO
11-29-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name

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)

- 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

11/30/1999 DCOATES 00000014 HOMEPLACE HOLDI

01 FC:481 40.00 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: 001960 FRAME: 0839

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)

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.

E. Thomas Watson

11-22-99

Name of Person Signing

Signature

Date Signed

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: TRADEMARK 9

REEL: 001960 FRAME: 0841

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