

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

REC 02-24-2000

SHEET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



Tab settings

To the Honorable Commissioner of P

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Attached original documents or copy thereof.

1. Name of conveying party(ies): Masco Home Furnishings, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State North Carolina, Other

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

- Nature of conveyance: Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: August 5, 1996

2. Name and address of receiving party(ies) Name: Furnishings International, Inc.

Internal Address: Street Address: 4000 Lifestyle Court City: High Point State: NC ZIP: 27265

- 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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 1,912,546 - SIMPLY TOGETHER

Additional numbers attached? Yes No

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

Name: Floyd A. Gibson, Esq. ALSTON & BIRD LLP Internal Address: P.O. Drawer 34009

Street Address: 1211 E. Morhead Street

City: Charlotte State: NC ZIP: 28234

02/23/2000 DMSUYEN 00000160 1912546

6. Total number of applications and registrations involved: 1

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

- Enclosed, Authorized to be charged to deposit account

If additional fees are needed please use:

8. Deposit account number: 16-0605

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

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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.

Floyd A. Gibson Name of Person Signing

Floyd A. Gibson Signature

Jan 21, 2000 Date

Total number of pages including cover sheet, attachments, and document: 7

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

Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK

REEL: 002031 FRAME: 0038

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:

"MASCO HOME FURNISHINGS, INC.", A NORTH CAROLINA CORPORATION,

WITH AND INTO "FURNISHINGS INTERNATIONAL INC." UNDER THE NAME OF "FURNISHINGS INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF AUGUST, A.D. 1996, AT 8:53 O'CLOCK A.M.



A handwritten signature in cursive script, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

2528807 8100M

960231590

AUTHENTICATION:

DATE:

8060241

TRADEMARK

REEL: 002031 FRAME: 0039

CERTIFICATE OF MERGER

merging

Masco Home Furnishings, Inc.
(a North Carolina corporation)

with and into

FURNISHINGS INTERNATIONAL INC.
(a Delaware corporation)

(Pursuant to Section 252 of the
General Corporation Law of Delaware)

FURNISHINGS INTERNATIONAL INC., a Delaware corporation, which desires to merge with Masco Home Furnishings, Inc., a North Carolina corporation (the "Merger") pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware ("Delaware Law") hereby certifies as follows:

FIRST: The name and the state of organization of each of constituent corporations in the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Organization</u>
FURNISHINGS INTERNATIONAL INC.	Delaware
Masco Home Furnishings, Inc.	North Carolina

SECOND: An Agreement and Plan of Merger, dated as of the 5th day of August 1996, between FURNISHINGS INTERNATIONAL INC. and Masco Home Furnishings, Inc. (the "Agreement of Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of Delaware Law.

THIRD: The surviving corporation shall be FURNISHINGS INTERNATIONAL INC., a Delaware corporation (the "Surviving Corporation").

FOURTH: The Restated Certificate of Incorporation, as amended, of FURNISHINGS INTERNATIONAL INC., a Delaware corporation, as in effect immediately prior to the effective time of this Certificate of Merger, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 1300 National Highway, Thomasville, North Carolina 27360.

SIXTH: A copy of the executed Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: The authorized capital stock of Masco Home Furnishings, Inc., a North Carolina corporation, consists of 1,000 shares of common stock, par value \$1.00 per share, of which, immediately prior to the Merger, 1,000 shares were issued and outstanding.

EIGHTH: This Merger shall become effective at 9:00 a.m. on August 5, 1996.

[Remainder of the page intentionally left blank]

IN WITNESS WHEREOF, FURNISHINGS INTERNATIONAL INC., a Delaware corporation, has caused this Certificate of Merger to be signed by its Executive Vice President, as of this 7 day of August 5, 1996.

FURNISHINGS INTERNATIONAL INC.

By: Robert L. George
Name: Robert L. George
Title: Executive Vice President

[Signature Page to
Certificate of Merger (DE)]