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03-20-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101292552

**RECORDATION FORM COVER SHEET
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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

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
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

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03/20/2000 DND0568 00000047 7552764

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

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

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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)

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RETURN TO:
Federal Research Corporation
400 Seventh St., N.W., Suite 101
Washington, DC 20004

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.

Frank Melkonian

February 29, 2000

Name of Person Signing

Signature

Date Signed

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:

"CLOSET WORLD, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "CLOSET WORLD, INC." UNDER THE NAME OF "CLOSET WORLD, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0286080

DATE: 02-29-00

TRADEMARK

REEL: 002039 FRAME: 0990

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is entered into as of this 28th day of February, 2000, by and between Closet World, Inc., a California corporation (the "Company"), and Closet World, Inc., a Delaware corporation (the "Successor").

RECITALS

- A. WHEREAS, the Company is a corporation duly incorporated, validly existing and in good standing under the laws of the State of California.
- B. WHEREAS, the Successor is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware and a wholly-owned subsidiary of the Company.
- C. WHEREAS, the Company and Successor desire to consummate the merger of the Company with and into Successor pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL"), upon consummation of which the Successor shall be the surviving corporation (the "Merger").
- D. WHEREAS, each of the Boards of Directors of the Company and Successor and, to the extent required by applicable law, each of their respective shareholders approved this Agreement and the consummation of the Merger.
- E. WHEREAS, the Company has only one class of stock (Common Stock, no par value) and the total number of authorized shares is 10,000 shares.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing premises and the mutual agreements and covenants contained herein, the parties agree as follows:

1. The Merger. On the Closing Date (as defined hereinafter), the Company shall merge with and into Successor in accordance with Section 252 of the DGCL, whereupon the separate corporate existence of the Company shall cease and Successor shall be the surviving corporation of the Merger. Successor shall continue its existence as a corporation under the laws of the State of Delaware.
2. Closing Date. The Merger shall become effective on February 29, 2000 (the "Closing Date").

3. Effect of the Merger. On the Closing Date, the Merger shall have the effects set forth in the applicable provisions of the DGCL.

4. Certificate of Incorporation. The Amended and Restated Certificate of Incorporation of the Successor in effect immediately prior to the Closing Date shall be the Certificate of Incorporation of the Successor until thereafter amended.

5. Bylaws. The Bylaws of the Successor in effect immediately prior to the Closing Date shall be the Bylaws of the Successor, unless and until amended or repealed.

6. Conversion of Securities. On the Closing Date, by virtue of the Merger and without any action on behalf of the holders thereof:

a. Each share of common stock of the Company (collectively, the "Shares") issued and outstanding immediately prior to the Closing Date shall be converted into and exchanged for six thousand three hundred forty-two and eight hundred fifty-seven thousandths (6,342.857) shares of common stock of the Successor.

b. Each share of common stock of Successor outstanding immediately prior to the Merger shall be canceled and retired and cease to exist, without any conversion thereof and no payment shall be made with respect thereto.

7. Termination or Abandonment. This Agreement may be terminated and the Merger may be abandoned at any time prior to the Closing Date by mutual written consent of the Board of Directors of each of the Company and Successor. In the event of termination of this Agreement as herein provided, neither the Company nor Successor nor their respective Boards of Directors or shareholders shall be liable to the other or its directors or shareholders.

8. Other Provisions.

a. Governing Law. This Agreement shall be governed in all respects by the laws of the State of Delaware without giving effect to any conflict of law provisions.

b. Entire Agreement. This Agreement contains the entire agreement of the parties hereto and supersedes any prior or written or oral agreements between them concerning the subject matter contained herein or therein.

c. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same agreement.

d. Further Acts and Assurances. The Company and the Successor agree to execute and deliver to each other such other documents and to do such other acts as the other party may reasonably request to further evidence, confirm and effectuate for the purpose of carrying out the intent of this Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**CLOSET WORLD, INC.,
A DELAWARE CORPORATION**

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Frank Melkonian and Hoori Jivalagian state and certify that:

1. They are the President and Secretary, respectively, of Closet World, Inc., a Delaware corporation (the "Company").

2. The Agreement of Merger was duly approved by the Sole Director of the Company.

3. The Agreement of Merger was duly approved by the Sole shareholder of the Company.

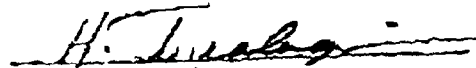
4. There are two classes of shares of the Company and the total number of outstanding shares of the Company is 1,000.

On the date set forth below, in the City of Whittier in the State of California, the undersigned do hereby declare under the penalty of perjury under the laws of the State of California that they signed the foregoing certificate in the official capacity set forth beneath their signature, and that the statements set forth in said certificate are true of their own knowledge.

Signed on February 23, 2000



Frank Melkonian
President



Hoori Jivalagian
Secretary

**CLOSET WORLD, INC.,
A CALIFORNIA CORPORATION**

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**


Frank Melkonian and Hoori Jivalagian state and certify that:

1. They are the President and Secretary, respectively, of Closet World, Inc., a California Corporation (the "Company").
2. The Agreement of Merger was duly approved by the Board of Directors of the Company.
3. The Agreement of Merger was duly approved by the Sole Shareholder of the Company.
4. There is only one class of shares of the Company and the total number of outstanding shares of the Company is 5,000.

On the date set forth below, in the City of Whittier in the State of California, the undersigned do hereby declare under the penalty of perjury under the laws of the State of California that they signed the foregoing certificate in the official capacity set forth beneath their signature, and that the statements set forth in said certificate are true of their own knowledge.

Signed on February 23, 2000


Frank Melkonian
President


Hoori Jivalagian
Secretary