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05-09-2000

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



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

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OPR/FINANCE

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
Effective Date
Month Day Year
- Merger
- 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)

State/Country

Zip Code

- 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

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01 FC:481
02 FC:482

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

REEL: 002068 FRAME: 0766

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.

Floyd A. Gibson



April 10, 2000

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 OWNERSHIP, WHICH MERGES:

"UNIVERSAL FURNITURE INDUSTRIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "UNIVERSAL FURNITURE LIMITED" UNDER THE NAME OF "UNIVERSAL FURNITURE LIMITED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 1997, AT 11:30 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0053988

DATE: 10-29-99

TRADEMARK

REEL: 002068 FRAME: 0768

12-9-97

**CERTIFICATE OF OWNERSHIP AND MERGER
OF**

UNIVERSAL FURNITURE INDUSTRIES, INC.

INTO

UNIVERSAL FURNITURE LIMITED

**Pursuant to Section 253 of the General Corporation Law
of the State of Delaware**

Universal Furniture Limited, a corporation organized and existing under the laws of the State of Delaware ("Parent"), hereby certifies as follows:

FIRST: Parent was incorporated on the 14th day of April, 1986 pursuant to the General Corporation Law of the State of Delaware.

SECOND: Parent owns all of the outstanding shares of capital stock of Universal Furniture Industries, Inc., a corporation incorporated on the 31st day of July, 1987 pursuant to the General Corporation Law of the State of Delaware ("Subsidiary").

THIRD: The Board of Directors of Parent, by unanimous written consent of its members filed with the minutes of the Board on the 25th day of November, 1997, adopted the following resolutions approving the merger of Subsidiary into Parent pursuant to Section 253 of the Delaware General Corporation Law:

RESOLVED, that the terms and provisions of the Agreement and Plan of Merger, to be dated as of December 1, 1997, in substantially the form attached hereto as Attachment A, pursuant to which the Company's wholly-owned subsidiary, Universal Furniture Industries, Inc., a Delaware corporation, is to be merged with and into the Company (the "Merger Agreement"), and all of the transactions contemplated thereby, are hereby ratified, approved and confirmed in all respects;

FURTHER RESOLVED, that the Company is authorized to execute a Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware in substantially the form attached hereto as Attachment B;

FURTHER RESOLVED, that the merger shall become effective on January 1, 1998;

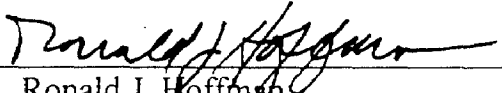
FURTHER RESOLVED, that the officers of the Company are authorized to take any and all actions and to execute, deliver and file any and all instruments, agreements, certificates and other documents as may be contemplated by the Merger Agreement or as such officers may deem necessary or appropriate to effectuate the foregoing resolutions or to carry out the purpose or intent thereof, the necessity or advisability of which shall be conclusively evidenced by such execution, delivery or action;

FURTHER RESOLVED, that the officers executing the Merger Agreement, the Certificate of Ownership and Merger or any of the other documents, instruments or agreements described above are hereby authorized and empowered to make such changes to said documents as they in their discretion deem necessary or advisable in order to carry out the transactions described therein and herein, such changes to be binding and enforceable in all respects on the Company.

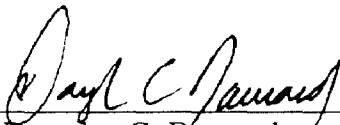
FOURTH: This Certificate of Ownership and Merger shall be effective on January 1, 1998.

IN WITNESS WHEREOF, Universal Furniture Limited has caused this Certificate to be signed by Ronald J. Hoffman, its Vice President, this 1st day of December, 1997.

UNIVERSAL FURNITURE LIMITED

By: 
Ronald J. Hoffman
Vice President

ATTEST:

By: 
Douglas C. Barnard
Secretary