



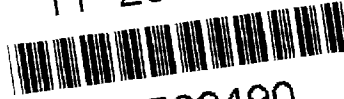
10-05-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #56

RE

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11-20-2000



101522490

Docket No.:

009168.500

Tab set

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): HFDC, Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):

Name: Home Furnishings Discount Club of America, Inc.

Internal Address: \_\_\_\_\_

Street Address: 2673 Gravel Drive

City: Fort Worth State: TX ZIP: 76118

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 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

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other Articles of Incorporation and Assumed Name Certificates

Execution Date: May 27, 1994

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

Registration No. 1,821,378

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

Name: Karl S. Sawyer, Jr.

Internal Address: \_\_\_\_\_

Kennedy Covington Lobdell & Hickman, L.L.P.

Street Address: Bank of America Corporate Center

101 North Tryon Street, Suite 4200

City: Charlotte State: NC ZIP: 28202

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

8. Deposit account number:

18-1215

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.*

Karl S. Sawyer, Jr.                                                           October 5, 2000  
Name of Person Signing                              Signature                              Date

Total number of pages including cover sheet, attachments, and document: 31



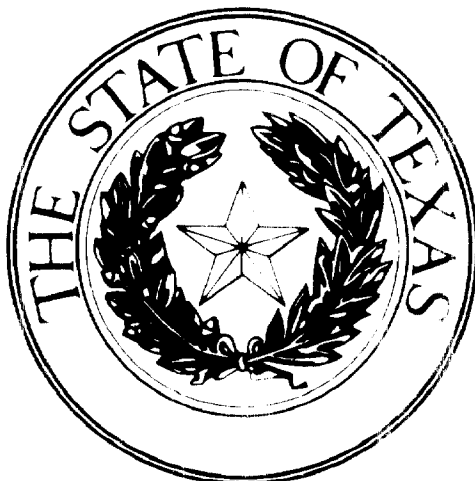
# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached are true and correct copies of the following described documents on file in this office:

HOME FURNISHINGS DISCOUNT CLUB "OF AMERICA INC."  
FILE NO. 1116805-0

ARTICLES OF INCORPORATION	JUNE 5, 1989
CHANGE OF REGISTERED OFFICE AND/OR AGENT	MAY 4, 1994
ASSUMED NAME CERTIFICATE	MAY 27, 1994
ASSUMED NAME CERTIFICATE	MAY 27, 1994
ASSUMED NAME CERTIFICATE	MAY 27, 1994
ASSUMED NAME CERTIFICATE	MAY 27, 1994
CHANGE OF REGISTERED OFFICE AND/OR AGENT	AUGUST 11, 1994
REVOCATION	JANUARY 10, 1995
FORFEITURE	FEBRUARY 11, 2000



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on July 28, 2000.*

Elton Bomer  
Secretary of State

VT

TRADEMARK

REEL: 002179 FRAME: 0857

FILED  
In the Office of the  
Secretary of State of Texas

JUN 05 1983

ARTICLES OF INCORPORATION  
OF  
HOME FURNISHINGS DISCOUNT CLUB "OF AMERICA INC."

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We, the undersigned natural persons of the age of eighteen (18) years, or more, being citizens of the State of Texas, acting as Incorporators of a Corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE ONE

Name

The name of the Corporation is HOME FURNISHINGS DISCOUNT CLUB "OF AMERICA INC."

ARTICLE TWO

Period of Duration

The period of its duration is perpetual.

ARTICLE THREE

Corporate Purposes

The purpose or purposes for which the Corporation is organized are:

The conduct of any lawful business.

The Corporation shall have and exercise all of the powers conferred by the laws of the State of Texas, as amended from time to

time, upon corporations formed under the Texas Business Corporation Act and the objects and purposes of the Corporation as hereinabove set forth except where expressly limited herein shall in no wise be restricted by reference to or inference from the terms of any other clause of these Articles of Incorporation, but such objects and purposes specified in each of the foregoing clauses shall be regarded as independent objects and purposes.

#### ARTICLE FOUR

##### Capital Stock

Section 1. Authorized Capital. The authorized stock of the Corporation shall hereafter and until changed by amendment of these Articles of Incorporation in accordance with law consist of One Thousand (1,000) shares of common stock, of the par value of One Dollar (\$1.00) per share. The title of this class of the Corporation's stock shall be "Common Stock, Par Value \$1.00".

Section 2. Issuance of Shares. The shares of the Corporation's capital stock which are authorized but unissued may be issued by the Corporation at such times, for such prices or other consideration (but not less than the par value) and upon such terms and conditions as may be determined by a majority of a quorum of the Board of Directors of the Corporation, in their sole discretion, at any regular or special meeting of the Board called and held in conformity with the Bylaws of the Corporation, subject to applicable statutory provisions of the State of Texas.

Section 3. Rights of Shareholders. The rights, powers and privileges and the qualifications, limitation, and restrictions of the common stock, par value One Dollar (\$1.00) are as follows:

- A. Dividends. Dividends may be paid on the common stock as and when declared by the Board of Directors, out of any funds of this corporation legally available for the payment of such dividends.
- B. Voting Rights. The holders of the common stock issued and outstanding shall have and possess the exclusive right to notice of Shareholders' Meeting and the exclusive voting rights of this Corporation.
- C. Assessment of Shares. All shares of common stock authorized by these Articles of Incorporation are nonassessable and any action of the Corporation to the contrary is expressly prohibited.
- D. Corporate Purchase of Shares. Subject to applicable statutory provisions of the State of Texas, the Corporation shall have the right to purchase shares of its stock in the open market, and as to all or any part of the stock from time to time purchased, hold the same as treasury stock or resell or reissue or cancel said stock upon such terms as the Board of Directors may determine.
- E. Cumulative Voting. It is expressly provided that there shall be no cumulative voting of the shares of the capital stock of this Corporation, whether now or hereafter authorized, for the election of the Directors thereof.
- F. Ratification of Contracts and Other Corporate Acts. Unless otherwise required by the Texas Business Corporation Act, as amended from time to time, any contract or act that shall be approved or ratified by the vote of a majority of a quorum of the voting shares of the Corporation represented in person or by proxy at any Shareholders' Meeting shall be as valid and binding upon the Corporation and upon all of the Shareholders as if it had been approved or ratified by every Shareholder. Any transaction

questioned in any Shareholder's derivative suit on the grounds of lack of authority, defective or irregular execution, adverse interest of one or more directors, officers or stockholders, non-disclosure, or the application of improper principles or practices of accounting, unless prohibited by law, may be ratified before or after judgment by the Board of Directors or by the shareholders, and such ratification shall have the same force and effect as if the questioned transaction had been duly authorized originally, and said ratification shall be binding upon the Corporation and its Shareholders and shall constitute a bar to any claim or execution of any judgment in respect of such questioned transaction.

G. Removal of Director. Any Director or the entire Board of Directors may be removed from office, either for or without cause, at any special meeting of Shareholders by the affirmative vote of a majority in number of shares of the Shareholders present in person or by proxy and entitled to vote, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting. If the notice calling such meeting shall so provide, the vacancy caused by such removal may be filled at such meeting by affirmative vote of a majority of the shares of the Shareholders present in person or by proxy and entitled to vote.

#### ARTICLE FIVE

##### Commencing of Business

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE SIXRegistered Agent and Office

The street address of its initial registered office is 2425 West Arkansas Lane, Suite B, Arlington, Texas 76013 and the name of its registered agent at such address is Stuart R. Fraker.

ARTICLE SEVENInitial Board of Directors

The number of directors constituting the initial board of directors are four and the names and addresses of the persons who are to serve as directors until the first annual meeting of the Shareholders or until their successors are elected or qualified are:

<u>Name</u>	<u>Address</u>
Stuart R. Fraker	4607 Wooded Acres Drive Arlington, Texas 76016
Mike Loupe	4613 Feathercrest Drive Fort Worth, Texas 76137
Dan Piazza	2905 Steeplechase Trail Arlington, Texas 76016
Sherry Piazza	2615 Spanish Trail, #727 Arlington, Texas 76016

ARTICLE EIGHTIncorporators

The name and address of the Incorporators are:

<u>Name</u>	<u>Address</u>
Stuart R. Fraker	4607 Wooded Acres Drive Arlington, Texas 76016
Mike Loupe	4613 Feathercrest Drive Fort Worth, Texas 76137
Dan Piazza	2905 Steeplechase Trail Arlington, Texas 76016

IN WITNESS WHEREOF, we have set our hands to these Articles of Incorporation this 26<sup>th</sup> day of May, 1989.

Signed,

*Stuart R. Fraker*

Stuart R. Fraker  
Incorporator

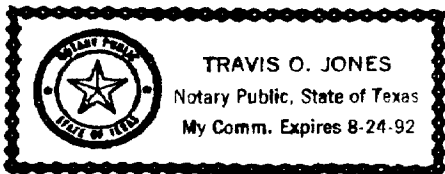
*Mike Loupe*  
Mike Loupe  
Incorporator

*Dan Piazza*  
Dan Piazza  
Incorporator

STATE OF TEXAS |  
COUNTY OF TARRANT |

BEFORE ME, the undersigned authority, personally appeared STUART R. FRAKER, MIKE LOUPE and DAN PIAZZA and I do hereby certify that they signed the foregoing document as Incorporators, and they being by me first duly sworn, declared that they are the persons who signed same as Incorporators, and that the statements therein contained are true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME this 26<sup>th</sup> day of MAY, 1989.



*Travis O. Jones*  
Notary Public in and for the  
State of Texas



1018300199

FILED  
In the Office of the  
Secretary of State of Texas

MAY 04 1994

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH BY  
A PROFIT CORPORATION**

1. The name of the corporation is Home Furnishings Discount Club "of America, Inc."

The corporation's charter number is 01116805.

2. The address of the CURRENT registered office as shown in the records of the Texas secretary of state is:

2425 West Arkansas Ln. #B  
Arlington, Texas 76013

3. The address of the NEW registered office is:

2672 Gravel Drive  
Fort Worth, Texas 76118

4. The name of the CURRENT registered agent as shown in the records of the Texas secretary of state is Stuart R. Fraker.

5. The registered agent will not change.

6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.

7. The changes shown above were authorized by the board of directors.

HOME FURNISHINGS DISCOUNT CLUB  
"OF AMERICA, INC."

By: Kathryn M. Milliorn  
Kathryn M. Milliorn  
Vice President, Secretary and Treasurer

FILED  
In the Office of the  
Secretary of State of Texas

MAY 27 1994  
Corporations Section

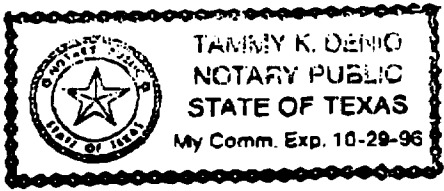
**ASSUMED NAME CERTIFICATE**

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is Home Furnishings Discount Club "of America Inc."
2. The assumed name under which the business or professional service is or is to be conducted or rendered is Connectibles
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 2672 Gravel Drive, Fort Worth, Texas, 76118
4. The period, not to exceed ten years, during which the assumed name will be used is ten (10) years
5. The entity is a (circle one): business corporation non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, professional or association (specify) [N/A]
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 2672 Gravel Drive, Fort Worth, Texas, 76118, and the name of its registered agent at such address is Stuart R. Fraker. The address of the principal office (if not the same as the registered office) is [same]
7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is [N/A] and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is [N/A] and the office address elsewhere is [N/A]
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"): ALL

*Kathleen Melvin*  
Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity

STATE OF TEXAS §  
  §  
COUNTY OF TARRANT §

BEFORE ME on this 27th day of May, 1994, personally appeared Kathryn M. Milliom,  
Vice President of Home Furnishings Discount Club "of America Inc.", and acknowledged to me  
that she executed the foregoing certificate for the purposes therein expressed.



Tammy K. Denio  
Notary Public, State of Texas

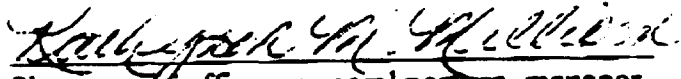
ENCLOSURE

ASSUMED NAME CERTIFICATE

MAY 27 1994

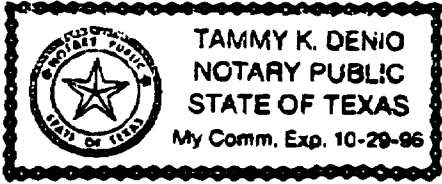
Corporations Section

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is Home Furnishings Discount Club "of America Inc.".
2. The assumed name under which the business or professional service is or is to be conducted or rendered is Duitall Fabric Master.
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 2672 Gravel Drive, Fort Worth, Texas, 76118.
4. The period, not to exceed ten years, during which the assumed name will be used is ten (10) years.
5. The entity is a (circle one): business corporation non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, professional or association (specify) [N/A].
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 2672 Gravel Drive, Fort Worth, Texas, 76118, and the name of its registered agent at such address is Stuart R. Fraker. The address of the principal office (if not the same as the registered office) is [same].
7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is [N/A] and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is [N/A] and the office address elsewhere is [N/A].
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"): ALL.

  
Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity

STATE OF TEXAS §  
  §  
COUNTY OF TARRANT §

BEFORE ME on this 27th day of May, 1994, personally appeared Kathryn M. Milliorn, Vice President of Home Furnishings Discount Club "of America Inc.", and acknowledged to me that she executed the foregoing certificate for the purposes therein expressed.



Tammy K. Denio  
Notary Public, State of Texas

IN CL. DT. HOME ASSUMED CLEARWARE

FILED  
In the Office of the  
Secretary of State of Texas

MAY 27 1994

Corporations Section

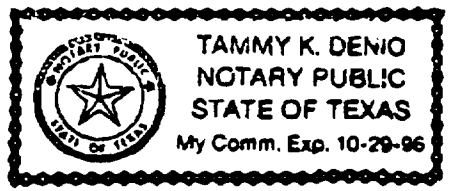
ASSUMED NAME CERTIFICATE

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is Home Furnishings Discount Club "of America Inc."
2. The assumed name under which the business or professional service is or is to be conducted or rendered is Clearware Decorating System
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 2672 Gravel Drive, Fort Worth, Texas, 76118
4. The period, not to exceed ten years, during which the assumed name will be used is ten (10) years
5. The entity is a (circle one): business corporation non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, professional or association (specify) [N/A]
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 2672 Gravel Drive, Fort Worth, Texas, 76118, and the name of its registered agent at such address is Stuart R. Fraker. The address of the principal office (if not the same as the registered office) is [same]
7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is [N/A] and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is [N/A] and the office address elsewhere is [N/A]
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"): ALL

*Stuart R. Fraker*  
Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity

STATE OF TEXAS       §  
                                  §  
COUNTY OF TARRANT §

BEFORE ME on this 27th day of May, 1994, personally appeared Kathryn M. Milliorn, Vice President of Home Furnishings Discount Club "of America Inc.", and acknowledged to me that she executed the foregoing certificate for the purposes therein expressed.



*Tammy K. Denio*  
\_\_\_\_\_  
Notary Public, State of Texas

IN CLNDT HOME ASSUMED CL# 447448

FILED  
In the Office of the  
Secretary of State of Texas

ASSUMED NAME CERTIFICATE

MAY 27 1994

Corporations Section

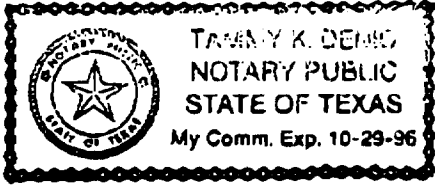
1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is Home Furnishings Discount Club "of America Inc."
2. The assumed name under which the business or professional service is or is to be conducted or rendered is HFDC, Inc.
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 2672 Gravel Drive, Fort Worth, Texas, 76118.
4. The period, not to exceed ten years, during which the assumed name will be used is ten (10) years.
5. The entity is a (circle one): business corporation non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, professional or association (specify) [N/A].
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 2672 Gravel Drive, Fort Worth, Texas, 76118, and the name of its registered agent at such address is Stuart R. Fraker. The address of the principal office (if not the same as the registered office) is [same].
7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is [N/A] and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is [N/A] and the office address elsewhere is [N/A].
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"): ALL.

*Richard M. Medina*  
Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity



STATE OF TEXAS §  
  §  
COUNTY OF TARRANT §

BEFORE ME on this 27th day of May, 1994, personally appeared Kathryn M. Milliorn, Vice President of Home Furnishings Discount Club "of America Inc.", and acknowledged to me that she executed the foregoing certificate for the purposes therein expressed.



*Tammey K. Dennis*  
\_\_\_\_\_  
Notary Public, State of Texas

INCLDTHOMEVASSUMED/HFDC

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH BY  
A PROFIT CORPORATION**

1. The name of the corporation is Home Furnishings Discount Club "of America, Inc." FILED  
in the Office of the  
Secretary of State of Texas

The corporation's charter number is 01116805. AUG 11 1994

2. The address of the CURRENT registered office as shown in the records of the Texas Secretary of State is:

2672 Gravel Drive  
Fort Worth, Texas 76118

3. The address of the NEW registered office is:

2696 Gravel Drive  
Fort Worth, Texas 76118

4. The name of the CURRENT registered agent as shown in the records of the Texas Secretary of State is Stuart R. Fraker.

5. The registered agent will not change.

6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.

7. The changes shown above were authorized by the Board of Directors.

HOME FURNISHINGS DISCOUNT CLUB  
"OF AMERICA, INC."

By: Kathyren M. Milliorn  
Kathyren M. Milliorn  
Vice President, Secretary and Treasurer

REV (HC)  
Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



Ronald Kirk  
Secretary of State

Office of the Secretary of State

January 10, 1995

Kathryen M. Milliorn  
Home Furnishings Discount Club of America Inc.  
c/o Stuart R. Fraker  
2696 Gravel Drive  
Fort Worth, Texas 76118

RE: Home Furnishings Discount Club of America Inc.  
File Number 1116805-00

Dear Ms. Milliorn:

On May 27, 1994, this Office filed four Assumed Name Certificates for the above referenced corporation. Submitted for payment of the fee for filing the reservation was the credit card referenced in your submission. The credit card charge was refused by the bank, on more than one occasion.

This letter will serve as formal notification of the revocation of these Assumed Name Certificates, which are enclosed, pursuant to Article 3916B, Title 61, Texas Revised Civil Statutes.

If you wish to refile the Assumed Name Certificates, you must resubmit the document along with a check, money order, or valid credit card in payment of the filing fee.

If you have any further questions, please do not hesitate to contact this office.

Sincerely,

A handwritten signature in black ink, appearing to read "Jimmy H. Delao".

Jimmy H. Delao  
Senior Attorney  
Corporations Section  
Statutory Filings Division

CO/LSW/JHD

Enclosures

(512) 463-5586

FAX (512) 463-5709

TDD (800) 735-2989

The Office of the Secretary of State does not discriminate on the basis of race, color, national origin, sex, religion, age or disability in employment or the provision of services.

TRADEMARK  
REEL: 002179 FRAME: 0874

ASSUMED NAME CERTIFICATE

FILED  
In the Office of the  
Secretary of State of Texas  
MAY 27 1994

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is Home Furnishings Discount Club "of America Inc."
2. The assumed name under which the business or professional service is or is to be conducted or rendered is HFDC, Inc.
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 2672 Gravel Drive, Fort Worth, Texas, 76118.
4. The period, not to exceed ten years, during which the assumed name will be used is ten (10) years.
5. The entity is a (circle one): business corporation non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, professional or association (specify) [N/A]
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 2672 Gravel Drive, Fort Worth, Texas, 76118, and the name of its registered agent at such address is Stuart B. Fraker. The address of the principal office (if not the same as the registered office) is [same].
7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is [N/A] and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is [N/A] and the office address elsewhere is [N/A].
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"): ALL.

*Stuart B. Fraker*  
Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity

FILED  
In the Office of the  
Secretary of State, Texas  
MAY 27 1994  
Corporations Section

ASSUMED NAME CERTIFICATE

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is Home Furnishings Discount Club "of America Inc."
2. The assumed name under which the business or professional service is or is to be conducted or rendered is Clearware Decorating System
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 2672 Gravel Drive, Fort Worth, Texas, 76118
4. The period, not to exceed ten years, during which the assumed name will be used is ten (10) years
5. The entity is a (circle one): business corporation non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, professional or association (specify) [N/A]
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 2672 Gravel Drive, Fort Worth, Texas, 76118, and the name of its registered agent at such address is Smart B. Frazer. The address of the principal office (if not the same as the registered office) is [N/A]
7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is [N/A] and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is [N/A] and the office address elsewhere is [N/A]
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"): ALL

[Signature]  
Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity

FILED  
In the Office of the  
Secretary of State  
MAY 27 1994  
Corporations Section

ASSUMED NAME CERTIFICATE

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is Home Furnishings Discount Club "of America Inc."
2. The assumed name under which the business or professional service is or is to be conducted or rendered is Duital Fabric Master
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 2672 Gravel Drive, Fort Worth, Texas, 76118
4. The period, not to exceed ten years, during which the assumed name will be used is ten (10) years
5. The entity is a (circle one): business corporation non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, professional or association (specify) [N/A]
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 2672 Gravel Drive, Fort Worth, Texas, 76118, and the name of its registered agent at such address is Stuart R. Fraker. The address of the principal office (if not the same as the registered office) is (same)
7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is [N/A] and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is [N/A] and the office address elsewhere is [N/A]
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"): ALL

Stuart R. Fraker  
Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity

FILED  
in the Office of the  
Secretary of State of Texas  
MAY 27 1994  
Corporations Section

ASSUMED NAME CERTIFICATE

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is Home Furnishings Discount Club of America Inc.
2. The assumed name under which the business or professional service is or is to be conducted or rendered is Connectibles
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 2672 Gravel Drive, Fort Worth, Texas, 76118
4. The period, not to exceed ten years, during which the assumed name will be used is ten (10) years
5. The entity is a (circle one): ~~business combination~~ non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, professional or association (specify) (N/A)
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 2672 Gravel Drive, Fort Worth, Texas, 76118, and the name of its registered agent at such address is Stuart R. Eaker. The address of the principal office (if not the same as the registered office) is (same)
7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is (N/A) and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is (N/A) and the office address elsewhere is (N/A)
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"): ALL

*Stuart R. Eaker*  
Signature of officer, general partner, manager,  
representative or attorney-in-fact of the entity

9.001 NO 9.0008

CREDIT CARD TRANSACTION SHEET

JAY  
2/40

**!!ATTENTION!!**

Please treat this cover letter like a check.

**Provide the following information:**

REJECTED (OR FILED) (circle one)

1116805-0

CHARTER NUMBER \_\_\_\_\_

CERT. ORDER PENDING \_\_\_\_\_

Filing Fee	<u>4x 25.00</u>
Certifying Fee	_____
Special Handling Fee	<u>40.00</u>
2.1% <sup>EXPEDITE</sup> Transaction Fee	<u>2.94</u>
<b>TOTAL</b>	<u>142.94</u>

733022

Processed by: (check one)

Initials: [Signature]

NEWTs \_\_\_\_\_

CHATs \_\_\_\_\_

CERTs \_\_\_\_\_

STATs \_\_\_\_\_

747540 \$15.00

**Document Examiners:** Please return this document to the Revenue Processing Team.

**Certifying Team:** Please return this document to the Revenue Processing Team, with invoice attached.

05/04/94



MERCHANT DEBIT ADJUSTMENT

RCV'D FIN MGT  
BH

OCT 27 1994

RECEIVED

OCT 17 1994

STATE TREASURY, CASH  
MANAGEMENT PROGRAMS

TX STATE TREASURY SOS COR  
ATTN JEAN STREEPEY  
P O BOX 12608  
AUSTIN, TX 787112608

Processing Date : 10/12/94	Chargeback Date : 09/17/94
DDA Number : 09900083461	Transit Routing : 113000609
Account Number : 5407890262606009	Amount : 142.94
Ref Number : 88431404157760207000132	Trans Type : 05
Trans Date & ID : 06/03/94 -	Auth Number :
Attribute :	
Reason : 39 / No Imprint	
Operator : JKM	
DDA Name : SECRETARY OF STATE CORP	
Merchant Number : 1082200091817	
CB Ref No. : 2421800418	Doc Indicator : 1
Usage Code : 1	

Location: SECRETARY OF STATE CORP  
1019 BRAZOS  
AUSTIN, TX 787012413

Dear Merchant:

Cardholder states that this is unauthorized charge.

Any disputes must be received by CNET Customer Service by:

10/22/94

MAIL: P.O. Box 378, Hanover, MD 21076  
FAX: (410) 712 - 4041  
PHONE: (800) FOR - CNET

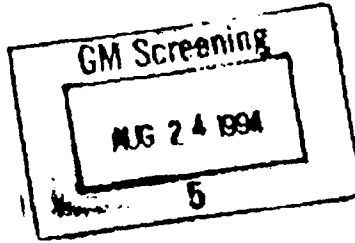
Total Document Pages to Follow: 1

TRADEMARK  
REEL: 002179 FRAME: 0880

The GM Card™

P.O. Box 80082  
Sausalito, CA 94962-0082  
1-800-947-1000

August 3, 1994



KATHYREN MILLIORN  
4701 SPRING CREEK RD  
ARLINGTON, TX 76017-1225

MERCHANT: SOS CORPORATE AUSTIN TX  
DISPUTED AMOUNT: \$142.94/USD  
RE: 5407890262606009

Dear KATHYREN MILLIORN:

We have received your notification of the unauthorized use of your GM Card Mastercard account. We have placed \$142.94/USD into dispute status which will stop the accrual of interest on this charge. The disputed dollar amount will appear each month on your billing statement (the description will read "DISPUTED RETAIL ITBM") until your case has been resolved.

If you would like us to pursue this investigation on your behalf, please sign this letter below and return it to us within 15 days of the date of this letter. We have provided a postage paid envelope for your convenience.

We appreciate the opportunity to service your GM Card account, the first credit card designed to let you earn a 5% Rebate towards the purchase or lease of a new GM car or truck. If you have any questions regarding your account, please call us toll free at 1 (800) 947-1000. To ensure a quick response, please refer to the following reference number: 1071703AUG94.

Sincerely,

*ASHARP*

Customer Service Representative  
The GM Card Customer Center  
ASHARP  
/GITWK1

MAILROOM  
AUG 23 1994

MAIL ROOM  
AUG 23 1994  
IN RECT

I did not authorize this charge.

SIGNATURE *Kathyren Millior* DATE *15 Aug 94*  
KATHYREN MILLIORN



National Data Payment Systems, Inc.  
1577 NorthEast Expressway  
Atlanta, GA 30329-2401

*Filed  
8/15*

08/12/94

RCVD FIN MGT P.  
BH

AUG 12 1994

OFFICE OF THE SECRETARY O  
~~TX STATE TREASURY~~ SOS CORPORAT  
P O BOX ~~12608-12887~~  
AUSTIN

TX 787112608

ATTENTION: *BONNIE Horowitz*  
~~JEAN STREEPER~~

We have received requests for copies of credit card sales drafts which are stored at your location. Listed below is information to assist in retrieving the drafts from your files. Please FAX or Mail copies of these drafts along with this letter to the numbers or address below.

It is extremely important that these items be received by 08/22/94 to prevent a possible debit to your account. If you are mailing, please allow 4 days delivery time. If you have any questions, please call Betty Lawson at (404) 728-2078 (9:00 to 5:00 EST) or Latwan Arnold at (404) 728-2080 (9:00 to 5:00 EST). Thank you for your prompt attention to this routine matter.

Merchant/Chain: 1082200091817  
Return address:  
CNET/Card Acceptance Services -  
P. O. BOX 740154  
Atlanta, GA 30374  
Attention: Retrieval Department  
Method :FAX  
(512) 475-2819  
FAX to (404) 728-3445 or (404) 728-3280

CNET		Control Information	Account Number	Date	Amount	MCOM	RC
		Your Location - Reference/Control Number			Information		
2421800418	08/06/94	5407890262606009	06/03/94	142.94	E	21	
		/ ARN: 88431404157760207000132		/			
		BATCH TOTAL: 3941.06	REF: 20700013				

May 27, 1994

VIA FACSIMILE (512) 463-5709

Secretary of State  
Statutory Filings Division  
Corporations Section  
Post Office Box 13697  
Austin, Texas 78711-3697

RE: Assumed Name Certificates for: HFDC, Inc.; Duitall Fabric Master; Clearware Decorating System; and Connectibles

Ladies/Gentlemen:

Please find enclosed Assumed Name Certificates for the names *HFDC, Inc.*, *Duitall Fabric Master*, *Clearware Decorating System* and *Connectibles*. Please charge a total of \$142.94 (representing \$100.00 for filing fees, a \$40.00 fee for specialized handling, and 2.1% processing cost) to the following credit card:

1. The credit card to be used is MasterCard;
2. The account number is \_\_\_\_\_
3. The expiration date is November 1995; and
4. The signature of the cardholder is *Kathryn M. Millhorn*

RECEIVED  
SECRETARY OF STATE

MAY 27 1994

CORPORATION  
AUSTIN, TEXAS

Kathryn M. Millhorn

Thank you very much for your courtesies.

Very truly yours,

HOME FURNISHINGS DISCOUNT  
CLUB "OF AMERICA INC."

By: *Kathryn M. Millhorn*  
Kathryn M. Millhorn,  
Vice President

*Called  
5-27-94  
Alan*

May 27, 1994

**VIA FACSIMILE (512) 463-5709**

Secretary of State  
Statutory Filings Division  
Corporations Section  
Post Office Box 13697  
Austin, Texas 78711-3697

**RE: Assumed Name Certificates for: HFDC, Inc.; Duitall Fabric Master; Clearware Decorating System; and Connectibles**

Ladies/Gentlemen:

Please find enclosed Assumed Name Certificates for the names *HFDC, Inc.*, *Duitall Fabric Master*, *Clearware Decorating System* and *Connectibles*. Please charge a total of \$142.94 (representing \$100.00 for filing fees, a \$40.00 fee for specialized handling, and 2.1% processing cost) to the following credit card:

1. The credit card to be used is MasterCard;
2. The account number is 5407 8902 62606009;
3. The expiration date is November 1995; and
4. The signature of the cardholder is *Kathryn M. Millhorn*

**RECEIVED  
SECRETARY OF STATE**

**MAY 27 1994**

**CORPORATION  
AUSTIN, TEXAS**

Kathryn M. Millhorn

Thank you very much for your courtesies.

Very truly yours,

**HOME FURNISHINGS DISCOUNT  
CLUB "OF AMERICA INC."**

By: *Kathryn M. Millhorn*  
Kathryn M. Millhorn,  
Vice President

*1116805 8/24/94*

*817-  
~~888-2970~~*