

07-13-2001



101776257

TRADEMARK

7.5.01

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 Agreement
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

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

Name Universal Furniture Industries, Inc. 12011997

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Universal Furniture Limited

DBA/AKA/TA d/b/a BenchCraft

Composed of _____

Address (line 1) Highway 15 North

Address (line 2) Post Office Box 86

Address (line 3) Blue Mountain MS 38610
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

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.)

07/13/2001 6TDM11 00000036 75698733

FOR OFFICE USE ONLY

01 FC:481

40.00 DP

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: 002327 FRAME: 0647

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

336-607-7300

Name

Andrew Roppel, Esq.

Address (line 1)

Kilpatrick Stockton LLP

Address (line 2)

1001 West Fourth Street

Address (line 3)

Winston-Salem, NC 27101

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75698733

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

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:

#

16-1435

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.

Andrew Roppel, Esq.

Andrew Roppel

July 3, 2001

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.



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

Edward J. Freel, Secretary of State

2088306 8100M

991089135

AUTHENTICATION: 9615360

DATE: 03-08-99

TRADEMARK
REEL: 002327 FRAME: 0649

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;

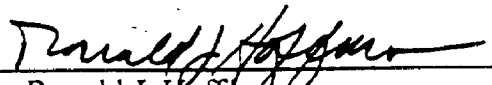
FURTHER RESOLVED, that the officers of the Company are authorized to take any and all actions and to execute, deliver and file any and all instruments, agreements, certificates and other documents as may be contemplated by the Merger Agreement or as such officers may deem necessary or appropriate to 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.

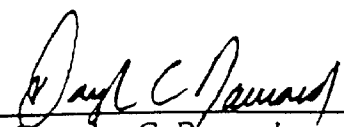
FOURTH: This Certificate of Ownership and Merger shall be effective on January 1, 1998.

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