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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of P.

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Attached original documents or copy thereof.

1. Name of conveying party(ies):

MIAMI METAL PRODUCTS, INC.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: August 9, 1999

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

Name: POMPEII FURNITURE CO., INC.

Internal Address:

Street Address: 255 NW 25th Street

City: Miami State: FL ZIP: 33127

- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

US Reg. No. 1,642,837

Additional numbers attached? Yes No

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

Name: Richard S. Ross, Esq.

Internal Address:

Street Address: 4801 S. University Dr.

Suite 3070

City: Ft. Laud. State: FL ZIP: 33328

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:

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

DO NOT USE THIS SPACE

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40.00 DP

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.

Richard S. Ross, Esq.

Name of Person Signing

Signature

8/6/01

Date

Total number of pages comprising cover sheet:

1

FILED
19 APR 10 AM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIAMI METAL PRODUCTS, INC.

Miami Metal Products, Inc., a Florida corporation (the "Corporation") hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is Miami Metal Products, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation that provide, among other things, for the name of the Corporation to be changed to "Pompeii Furniture Co., Inc."
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted and approved effective as of July 30, 1999 by the Corporation's (i) Board of Directors and (ii) sole shareholder.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of August 9, 1999.

MIAMI METAL PRODUCTS, INC.

By: *Matthew D. Kuffel*
Name: Matthew D. Kuffel
Title: Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POMPEII FURNITURE CO., INC.

ARTICLE I

The name of this corporation is POMPEII FURNITURE CO., INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 200, Miami, Florida 33133.

ARTICLE III

This Corporation is authorized to issue an aggregate total of One Thousand (1,000) shares, all of which shall be designated Common Stock, having a par value of \$.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's registered office is 2665 South Bayshore Drive, Suite 200, City of Miami, County of Miami-Dade, State of Florida 33133 and the name of its registered agent at such office is Peter W. Klein.

ARTICLE VI

The Corporation's Board shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VII

This Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Secretary of the Corporation, has executed these Amended and Restated Articles of Incorporation this 9th day of August, 1999.


Name: Marilyn D. Karp
Title: Secretary

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of POMPEII FURNITURE CO., INC. hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes §607.0505


Peter W. Klein

Dated: August 9, 1999