

03-29-2002

Form PTO-1594

(Rev. 03.01)

OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
 Universal Furniture Industries, Inc.
 3-22-02

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

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

2. Name and address of receiving party(ies):
 Name: Universal Furniture Limited
 Internal
 Address: _____
 Street Address: 2622 Uwharrie Road
 City: High Point State: NC Zip: 27263

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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 _____

Execution Date: December 1, 1997

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s) 1924640
1349437

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Andrew Roppel, Esq.
 Internal Address: Kilpatrick Stockton LLP

 Street Address: 1001 West Fourth Street

 City: Winston-Salem State: NC Zip: 27101

6. Total number of applications and registrations involved:..... 2

7. Total fee (37 CFR 3.41)..... \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

OFFICE OF PATENT RECORDS
 2002 MAR 22 PM 1:54
 FINANCE SECTION

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.

Andrew Roppel Andrew Roppel March 15, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

03/28/2002 TBIAT1 00000174 1349437
 01 FD:481 40.00 OP
 02 FD:482 25.00 OP

Mail document to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002471 FRAME: 0870

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: 002471 FRAME: 0871

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;

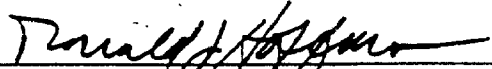
FURTHER RESOLVED, that the officers executing the Merger Agreement, the Certificate of Ownership and Merger or any of the other documents, instruments or agreements described above are hereby authorized and empowered to make such changes to said documents as they in their discretion deem necessary or 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:

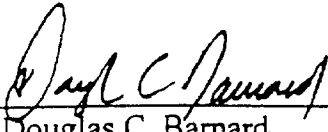


Ronald J. Hoffman

Vice President

ATTEST:

By:



Douglas C. Barnard

Secretary