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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. Patent & TMO/TM Mail Rpt Dt. #74

To the Honorable Commissioner of Patents

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Retail Convergence, Inc. 6.20.02

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

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

3. Nature of conveyance:

- Assignment, Merger (checked), Security Agreement, Change of Name (checked), Other

Execution Date: November 20, 2001

2. Name and address of receiving party(ies)

Name: SmartBargains, Inc.

Internal Address:

Street Address: 40 Broad Street

City: Boston State: MA Zip: 02109

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware (checked), Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (checked) Additional name(s) & address(es) attached? Yes No (checked)

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

A. Trademark Application No.(s) 76/061,930; 76/091,529; 76/061,908; 76/091,346; 76/091,525; 76/339,791

B. Trademark Registration No.(s)

Additional number(s) attached Yes No (checked)

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

Name: Gailyc C. Sonia

Internal Address: Hutchins, Wheeler & Dittmar

Street Address: 101 Federal Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed (checked), Authorized to be charged to deposit account (checked)

8. Deposit account number:

50-1137

DO NOT USE THIS SPACE

9. Signature.

Gailyc C. Sonia Name of Person Signing

[Signature] Signature

June 20, 2002 Date

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

11

07/10/2002 6TDM11 00000196 501137 76061930

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

01 FC:481 40.00 CH 02 FC:482 125.00 CH

TRADEMARK REEL: 002541 FRAME: 0898

**CERTIFICATE OF OWNERSHIP AND MERGER OF
SMARTBARGAINS, INC.
INTO
RETAIL CONVERGENCE, INC.**

The undersigned corporation, Retail Convergence, Inc. (the "Corporation"), organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 29th day of February, 2000, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this Corporation owns one hundred percent (100%) of the outstanding shares of each class of the stock of SmartBargains, Inc. ("SmartBargains"), a corporation incorporated on the 14th day of September, 2000, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members on November 15, 2001 filed with the minutes of the Board, determined to and did merge SmartBargains into itself:

RESOLVED: That this Corporation merge, and it hereby does merge SmartBargains into itself, and that the Corporation hereby assumes all of the assets, rights and obligations of said SmartBargains; and

FURTHER

RESOLVED: That the merger shall be effective upon the date of filing with the Secretary of State of Delaware.

FURTHER

RESOLVED: That the terms and conditions of the merger are as follows:

- (a) Each share of Common Stock, par value \$.01 per share of SmartBargains issued and outstanding immediately prior to the effective date of the merger (the "Effective Time") shall cease to be outstanding, shall be cancelled, retired and cease to exist; and

- (b) Each share of Common Stock, \$.01 par value per share and each share of Preferred Stock, \$.01 par value per share of the Corporation issued and outstanding immediately prior to the Effective Time shall remain unchanged and shall continue in full force and effect.

FURTHER

RESOLVED: That the proper officer of this Corporation be and he hereby is directed to make and execute a Certificate of Ownership and Merger (the "Certificate") setting forth a copy of the resolutions to merge said SmartBargains into itself and to have the Corporation assume the liabilities and obligations of said SmartBargains, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger; and

FURTHER

RESOLVED: That, from and after the Effective Time, this Corporation change its corporate name by changing Article First of the Certificate of Incorporation of this Corporation to read as follows:

"Article First: The name of the Corporation is SmartBargains, Inc."

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing the merger with the Secretary of State.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, said Retail Convergence, Inc. has caused this Certificate to be signed by Donato A. DeNovellis, its Executive Vice President, this 15th day of November, 2001.

RETAIL CONVERGENCE, INC.

By: /s/ Donato A. DeNovellis
Name: Donato A. DeNovellis
Title: Executive Vice President

HWD2 944939v2

TRADEMARK
REEL: 002541 FRAME: 0901

I, HARRIET SMITH WINDSOR, 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:

"SMARTBARGAINS, INC.", A DELAWARE CORPORATION, WITH AND INTO "RETAIL CONVERGENCE, INC." UNDER THE NAME OF "SMARTBARGAINS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 2001, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3183539 8100M

AUTHENTICATION: 1457734

010588444

DATE: 11-20-01

TRADEMARK

REEL: 002541 FRAME: 0902

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMARTBARGAINS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF NOVEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3183539 8300

AUTHENTICATION: 1457735

010588444

DATE: 11-20-01

TRADEMARK

REEL: 002541 FRAME: 0903



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

**William Francis Galvin
Secretary of the
Commonwealth**

November 27, 2001

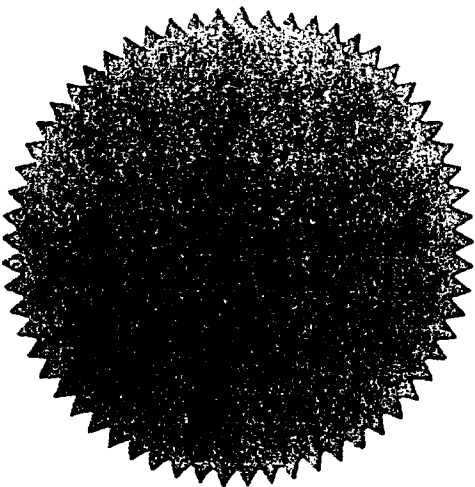
To Whom It May Concern:

I hereby certify that the records of this office show that

SMARTBARGAINS, INC.

a corporation organized under the laws of **Delaware** on **February 29, 2000** was qualified to do business in this Commonwealth on **March 8, 2000** under the provisions of Massachusetts General Laws , Chapter 181, Section 4, and I further certify that said corporation is still qualified to do business in this Commonwealth.

I also certify that said corporation is not delinquent in the filing of any annual reports required to date.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth



Fee: \$100.00

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

AMENDED FOREIGN CORPORATION CERTIFICATE

(General Laws, Chapter 181, Section 4)

O.K. for G.S. BT 11/27

Examiner

Name Approved

We, Donato A. DeNovellis, Executive Vice President

and Mitchell Cohen, Secretary

of Retail Convergence, Inc. (Exact name of corporation)

in compliance with the provisions of General Laws, Chapter 181, Section 4, certify that:

- 1. The name of the corporation has been changed to: SmartBargains, Inc.
2. The location of its principal office has been changed to:
3. The location of its local office in the Commonwealth of Massachusetts has been changed to:
4. The activities of the corporation within the Commonwealth of Massachusetts have been changed to:
5. The date of the corporation's fiscal year end has been changed to: the last Saturday closest to January 31st
6. The name and street address of the resident agent of the corporation in the Commonwealth of Massachusetts is:
7. The jurisdiction under the laws of which the corporation is organized or governed has been changed to:
8. Other: See attached Exhibit A listing all current officers and directors

01 NOV 27 11:12:00 CORPORATION DIVISION

C []
M []
R.A. []

SIGNED UNDER THE PENALTIES OF PERJURY, this 20th day of November, 2001

Donato A. DeNovellis, Executive Vice President

Mitchell Cohen, Secretary

Mitchell Cohen

* Delete the inapplicable words.
NOTE: If this amendment involves a change of name or jurisdiction, a certificate of such change issued by an officer or agency properly authorized in the state or country in which such foreign corporation is organized must be attached to this amended certificate. If such certificate is in a language other than English, a translation thereof under the oath of the translator must be attached.

P.C.

THE COMMONWEALTH OF MASSACHUSETTS

AMENDED FOREIGN CORPORATION CERTIFICATE

(General Laws, Chapter 181, Section 4)

I hereby approve the within Amended Foreign Corporation Certificate and, the filing fee in the amount of \$_____ having been paid, said certificate is deemed to have been filed with me this _____ day of _____, _____.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Nancy A. Valente, Corporate Paralegal

Hutchins, Wheeler & Dittmar

101 Federal Street, Boston, MA 02110

Telephone: 617-951-6600

Exhibit A

Officers:

Chief Executive Officer: Carl Rosendorf
c/o SmartBargains, Inc.
40 Broad Street
Boston, MA 02109

Executive Vice President and
Chief Financial Officer: Donato A. DeNovellis
c/o SmartBargains, Inc.
40 Broad Street
Boston, MA 02109

Treasurer: Alan R. Goldstein
c/o SmartBargains, Inc.
40 Broad Street
Boston, MA 02109

Secretary: Mitchell H. Cohen
c/o SmartBargains, Inc.
40 Broad Street
Boston, MA 02109

Directors:

Malcolm L. Sherman
1 Apple Hill
Suite 316
Natick, MA 01760

Carl Rosendorf
c/o SmartBargains, Inc.
40 Broad Street
Boston, MA 02109

Michael Frieze
c/o Gordon Brothers Group
40 Broad Street
Boston, MA 02109

Patrick Gates
22000 AOL Way
Sterling, VA 20166

Norman Matthews
650 Madison Avenue
23rd Floor
New York, NY 10022

Robert Higgins
Two International Place
22nd Floor
Boston, MA 02110

John Berg
343 Sansome Street
Suite 1210
San Francisco, CA 94104

David Fialkow
800 Boylston Street
Suite 1400
Boston, MA 02199

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RETAIL CONVERGENCE, INC.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "SMARTBARGAINS, INC.", THE TWENTIETH DAY OF NOVEMBER, A.D. 2001, AT 12:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3183539 8320

AUTHENTICATION: 1457736

010588444

DATE: 11-20-01
TRADEMARK

RECORDED: 03/27/2002

REEL: 002541 FRAME: 0908