

08-12-2002



Form PTO-1594
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Tab settings

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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 08-07-02
Shabby Chic Warehouse, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Shabby Chic, Inc.

Internal Address: _____

Street Address: 6330 Arizona Circle

City: L.A. State: CA Zip: 90045

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- 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: August 1, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,753,006 & 1,949,879
1,869,597

Additional number(s) attached Yes No

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

Name: John E. Kelly, Esq.

Internal Address: _____

KELLY BAUERSFELD LOWRY & KELLEY,
LLP

Street Address: 6320 Canoga Avenue
Suite 1650

Woodland Hills, CA 91367
City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$90

- 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

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.

John E. Kelly, Esq.
Name of Person Signing

August 2, 2002
Date

Total number of pages including cover sheet, attachments, and document: 1

08/09/2002 LHMELLER 00000164 1753006

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

01 FC:481
02 FC:482

40.00 DP
50.00 DP

TRADEMARK
REEL: 2559 FRAME: 0965

**NOTICE OF CORPORATE
NAME CHANGE BY MARK REGISTRANT**

I hereby declare that: SHABBY CHIC WAREHOUSE, INC. owns exclusive title to and all good will associated with each of the marks shown in the U.S. Registrations identified below:

U.S. Reg. No. 1,753,006
Granted February 16, 1993 for SHABBY CHIC/Int. Cl. 42

U.S. Reg. No. 1,869,597
Granted December 27, 1994 for SHABBY CHIC
FURNISHINGS & Design/Int. Cl. 20, 24 & 42

U.S. Reg. No. 1,949,879
Granted January 23, 1996 for SHABBY CHIC/Int. Cl. 25

I hereby further declare and give notice that: SHABBY CHIC WAREHOUSE, INC., a corporation of the State of California, has become and is now by official change of its corporate name designated and entitled SHABBY CHIC, INC., a corporation of the State of California, having its principal place of business at 6330 Arizona Circle, Los Angeles, California 90045. A Certificate from the Secretary of State, State is California, is attached.

The Commissioner of Patents and Trademarks is requested to record this "Notice of Corporate Name Change by Mark Registrant" in the files of the U.S. Patent and Trademark Office and return it to the attorneys of record identified as follows:

John E. Kelly, Esq.
KELLY BAUERSFELD LOWRY & KELLEY, LLP
6320 Canoga Avenue, Suite 1650
Woodland Hills, California 91367
Telephone: (818) 347-7900

8/1/02

Date

Name: Brian Dell

Title: President

Registrant: Shabby Chic, Inc.

State of California

SECRETARY OF STATE



CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

B. Jones

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAY 1967



Bill Jones

Secretary of State

NCIO:

171043/

A472157

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

SHABBY CHIC WAREHOUSE, INC.

FILED
in the office of the Secretary of State
of the State of California

FEB - 2 1996

Bill Jones
BILL JONES, Secretary of State

The undersigned hereby certifies that:

1. She is the President and Secretary, respectively, of Shabby Chic Warehouse, Inc., a California corporation.
2. The Board of Directors of Shabby Chic Warehouse, Inc. has approved the following amendment to Article I of the Articles of Incorporation of the corporation:

Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is SHABBY CHIC, INC.

3. The amendment has been approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The corporation has only one class of shares. Each outstanding share is entitled to one vote. The corporation has 500 shares outstanding. The total number of shares entitled to vote with respect to the amendment was 500. The amendment was approved by the affirmative vote of all 500 shares

Dated: 2/29/96

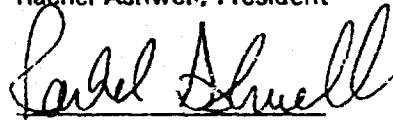
Rachel Ashwell
Rachel Ashwell, President

Rachel Ashwell
Rachel Ashwell, Secretary

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct of her own knowledge and that this declaration was executed on January 28, 1966 at Los Angeles, California.



Rachel Ashwell, President

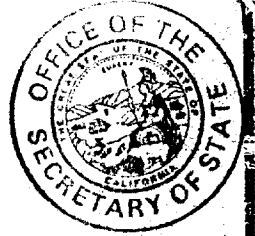


Rachel Ashwell, Secretary



213 394 1975

1013 Montana Avenue, Santa Monica . CA . 90404 .



January 26, 1996

Secretary Of State
Corporate Filing
1500 11th Street., 3rd Floor
Sacramento. CA 95814

Re: **Consent by Shabby Chic, Inc. for use of corporate name**

Dear Sir:

Shabby Chic, Inc. hereby permits Shabby Chic Warehouse, Inc. to use the name Shabby Chic, Inc.. This will not cause conflicts because Shabby Chic, Inc. is concurrently changing its name to Shabby Chic of Los Angeles, Inc.. If there are any problems please inform me as soon as possible. Kind regards.

Sincerely,
Shabby Chic, Inc.

By: Rachel Ashvell
Title: President