

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌

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

1. Name of conveying party(ies):

The Stearns & Foster Bedding Company

- 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: April 16, 2001

2. Name and address of receiving party(ies)

Name: Sealy Mattress Company

Internal

Address:

Street Address: One Office Parkway

City: Trinity State: NC Zip: 27370

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Ohio
- 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) 2,304,922

Additional number(s) attached Yes No

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

Name: Michael G. Patall

Internal Address: Kirkland & Ellis

Street Address: 200 E. Randolph Drive

City: Chicago State: IL Zip: 60601

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 and for any additional fees and/or credit

8. Deposit account number:

22-0440

DO NOT USE THIS SPACE

9. Signature.

Michael G. Patall
Name of Person Signing

Signature

Date

1/20/02

Total number of pages including cover sheet, attachments, and document: 6

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"THE STRARNS & FOSTER BEDDING COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "SEALY MATTRESS COMPANY" UNDER THE NAME OF "SEALY MATTRESS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF APRIL, A.D. 2001, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SECOND DAY OF APRIL, A.D. 2001, AT 11:59 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

AUTHENTICATION: 1087821

DATE: 04-19-01

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REEL: 002577 FRAME: 0993

STATE OF DELAWARE
SECRETARY OF STATE
3387217
Division of Corporations 02/03
FILED 02:30 PM 01/18/2001
010167323 - 0500806

**CERTIFICATE OF MERGER
OF
THE STEARNS & FOSTER BEDDING COMPANY
INTO
SEALY MATTRESS COMPANY**

The undersigned corporation **DOES HEREBY CERTIFY:**

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
The Stearns & Foster Bedding Company	Delaware
Sealy Mattress Company	Ohio

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 232 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Sealy Mattress Company.

FOURTH: That the Amended Articles of Incorporation of Sealy Mattress Company, an Ohio corporation, which is the surviving corporation, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is Sealy Mattress Company, c/o Sealy, Inc., One Office Parkway, Trinity, North Carolina 27370, Attn: Kenneth Walker, Esquire, General Counsel.

SIXTH: That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That Sealy Mattress Company survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal.

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proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Sealy Mattress Company, c/o Sealy, Inc., One Office Parkway, Trinity, North Carolina 27370, Attn: Kenneth Walker, Esquire, General Counsel until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

WITNESSETH: That this Certificate of Merger shall be effective on April 22, 2001 at 11:59 p.m.

Dated: April 18, 2001.

SEALY MATTRESS COMPANY

By *Ronald L. Jones*
 Ronald L. Jones, CEO and President

Attest:

Kenneth L. Walker
 Kenneth L. Walker, Secretary

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPIRE	PENALTY	CERT	COPY
04/19/2001	200110900032	MERGED OUT OF EXISTENCE (MER)	.00	.00	.00	.00	.00

Receipt
This is not a bill. Please do not remit payment.

**C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215**


STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

323136


It is hereby certified that the Secretary of State of Ohio has custody of the business records for
THE STEARNS & FOSTER BEDDING COMPANY
and, that said business records show the filing and recording of:

Document(s) MERGED OUT OF EXISTENCE	Document No(s): 200110900032
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United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 22nd day of April, A.D.
2001.



Ohio Secretary of State

TOTAL P.05



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
04/18/2001	200110900032	MERGER/DOMESTIC (MGT)	52.00	10.00	.00	.00	.00

Receipt
This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

33173

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
SEALY MATTRESS COMPANY
and, that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
200110900032



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 22nd day of April, A.D.
2001.

J. Kenneth Blackwell
Ohio Secretary of State

KIRKLAND & ELLIS
Fax Transmittal

200 East Randolph Drive
Chicago, Illinois 60601
Phone: (312) 861-2000
Fax: (312) 861-2200

Please notify us immediately if any pages are not received

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(312) 861-2356.

<i>To:</i>	<i>Company:</i>	<i>Fax #:</i>	<i>Direct #:</i>	
Assignment Division	U.S. Patent and Trademark Office	703-306-5995		
<i>From:</i>	<i>Date:</i>	<i>Pages w/cover:</i>	<i>Fax #:</i>	<i>Direct #:</i>
Renee M. Prescan	November 20, 2002	7	(312) 861-2200	(312) 861-6371

Message: