

FORM PTO-1618A

Expires 06/30/99  
OMB 0651-0027

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10-11-2002

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**



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**FINANCE SECTION RECORDATION FORM COVER SHEET  
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

New 10.9.02

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

**Conveyance Type**

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger Effective Date  
Month Day Year  
12-30-1998

Change of Name

Other

**Conveying Party**

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

10/10/2002 TDIAZ1 00000194 1211931

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01 FC:481 40.00 OP  
02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**TRADEMARK**  
**REEL: 002596 FRAME: 0438**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Marc A. Hubbard

Name of Person Signing



Signature

10-4-02

Date Signed

Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



Alberto R. Gonzales  
Secretary of State

Office of the Secretary of State

ENTITY:

TUESDAY MORNING PARTNERS, LTD.

FILE NUMBER:

114424-10

DOCUMENT FILED:

CERTIFICATE OF MERGER

FILED: DECEMBER 30, 1998

EFFECTIVE: DECEMBER 30, 1998

This letter will acknowledge the receipt and filing of the above referenced document. The relevant statutory provision does not provide for a certificate of filing for this type of document and, therefore, this letter may be used as evidence of filing.

Corporations Section  
Statutory Filings Division  
512-463-5581

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In the Office of the  
 Secretary of State of Texas  
 DEC 30 1998

CONFIDENTIAL SECTION

**ARTICLES OF MERGER OF  
 DOMESTIC LIMITED PARTNERSHIP AND FOREIGN CORPORATION**

Pursuant to Article 6132a-1, Section 2.11(d)(2) of the Texas Revised Limited Partnership Act, the undersigned entities hereby adopt the following Articles of Merger for the purpose of merging them into one of such entities:

1. The names of the undersigned entities, the type of entity and the states under the laws of which they are respectively organized or incorporated are as follows:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>State of Organization</u>
TMIL Corporation	Business corporation	Delaware
Tuesday Morning Partners, Ltd.	Limited partnership	Texas

2. The laws of the States of Delaware and Texas permit such merger.

3. The Agreement and Plan of Merger (the "Plan") was duly authorized by all action required by each of the undersigned entities under which each of the entities was formed or organized and by each of their constituent documents. Pursuant to the Plan, TMIL Corporation will be merged (the "Merger") with and into Tuesday Morning Partners, Ltd. The plan of merger has been approved by all parties involved in the merger.

4. The name of the surviving entity is Tuesday Morning Partners, Ltd., a Texas limited partnership, and it shall be governed by the laws of the State of Texas. The Certificate of Limited Partnership of Tuesday Morning Partners, Ltd. will not be amended or changed as a result of the Merger.

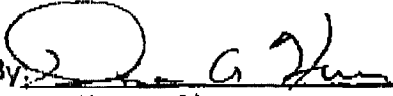
5. A copy of the executed Plan is on file at the principal place of business of the surviving entity at 14621 Inwood Road, Addison, Texas 75001. A copy of the Plan will be furnished, upon written request and without costs, to any creditor or obligee of the parties to the Merger at the time of the Merger if the obligation is then outstanding.

6. Partners has complied with the provisions of its partnership agreement regarding the furnishing its partners with copies or summaries of the Plan.

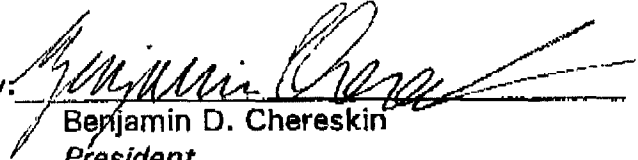
(Signature Page to Follow)

IN WITNESS WHEREOF, each of the undersigned entities has caused this instrument to be executed by and on its behalf and in its corporate name as of December 14, 1998.

TUESDAY MORNING PARTNERS, LTD.  
By: Days of the Week, Inc., its general partner

By:   
Duane Huesers  
President

TMIL CORPORATION

By:   
Benjamin D. Chereskin  
President

138103.1/sah

**CERTIFICATE OF MERGER  
OF  
DOMESTIC CORPORATION AND FOREIGN LIMITED PARTNERSHIP**

Pursuant to the provisions of Section 263(c) of the Delaware General Corporation Law, Tuesday Morning Partners, Ltd, a Texas limited partnership (the "Partners"), delivers to the Secretary of State of Delaware the following Certificate of Merger:

1. The names and type of entity of the constituent entities in the merger and the states under the laws of which they are respectively organized are:

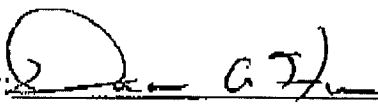
<u>Name and Type of Entity</u>	<u>State of Incorporation</u>
TMIL Corporation, a corporation	Delaware
Tuesday Morning Partners, Ltd., a limited partnership	Texas

2. The laws of the States of Texas and Delaware permit such merger.
3. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 263(c) of the Delaware General Corporation Law.
4. TMIL Corporation will merge with and into Partners (the "Merger"), and Partners shall be the entity surviving the Merger and shall continue its existence under the laws of the State of Texas.
5. A copy of the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving entity at 14621 Inwood Road, Addison, Texas 75001. A copy of the Agreement and Plan of Merger will be furnished by Partners, as the surviving entity, on request and without cost, to any stockholder of any constituent corporation or any partner of any constituent limited partnership.
6. Partners (a) agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of TMIL Corporation as well as for enforcement of any obligation of Partners, as the surviving entity in the Merger, arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 263(c) of the Delaware Law, and (b) irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and specifies Tuesday

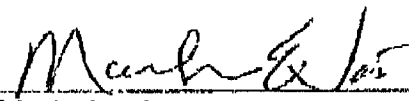
Morning Partners, Ltd., 14621 Inwood Road, Addison, Texas 75001, Attention: Jerry Smith as the address to which a copy of such process shall be mailed by the Secretary of State of Delaware.

IN WITNESS WHEREOF, the undersigned entity has executed this Certificate of Merger as of the 14<sup>th</sup> day of December, 1998.

TUESDAY MORNING PARTNERS, LTD.  
a Texas limited partnership  
By: Days of the Weeks, Inc., its general partner

By:   
\_\_\_\_\_  
Duane Huesers  
President

ATTEST:

  
\_\_\_\_\_  
Mark Jarvis  
Secretary

138092.1/sah

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Expires 06/30/99  
OMB 0651-0027

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- New
- Resubmission (Non-Recordation)  
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- Correction of PTO Error  
Reel #  Frame #
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**Conveyance Type**

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- Security Agreement  Nunc Pro Tunc Assignment
- Merger  
Effective Date  
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**REEL: 002596 FRAME: 0445**



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Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,211,931	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,211,932	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Marc A. Hubbard

Name of Person Signing



Signature

10-4-02

Date Signed