

10-30-2002

Form PTO-1594
(Rev. 03/01)
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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):

Retail Convergence, Inc. *10-07-02*

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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: November 15, 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
- 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) 76/061,908
76/061,930

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Gailyc C. Sonia, Esq.

Internal Address: Hutchins, Wheeler & Dittmar

Street Address: 101 Federal Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1137

DO NOT USE THIS SPACE

9. Signature.

Gailyc C. Sonia
Name of Person Signing

Signature

October 4, 2002
Date

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

10/30/2002 6TON11 00000013 76061908

01 FC:8521
02 FC:8522

40.00 OP
25.00 OP

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

TRADEMARK
REEL: 2607 FRAME: 0388

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

DATE: 11-20-01
TRADEMARK

REEL: 2607 FRAME: 0389

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**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 \$0.01 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

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RECORDED: 10/07/2002

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