



5-7-03

102467055

To the honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies): Deck America, Inc.
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No
3. Nature of conveyance
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: November 30, 2002

2. Name and address of receiving party(ies)
Name: USA Deck, Inc.
Internal Address:
Street Address: 750 S.H. 121 Bypass, Suite 170
City: Lewisville State: TX Zip: 75067
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] 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)
B. Trademark Registration No.(s)
1,489,348 1,519,195 1,410,546
1,490,192 2,005,787
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 5
7. Total fee (37 CFR 3.41) \$ 140.00
[X] Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Carl C. Butzer, Esq.
Internal Address: Jackson Walker L.L.P.
Street Address: 901 Main Street, Suite 6000
City: Dallas State: TX Zip: 75202

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.
Murray H. Gross
Name of Person Signing
Signature
Date 4-24-03
Total number of pages including cover sheet, attachments, and document: 5

06/06/2003 DBYRNE 00000141 1489348

01 FC:8521
02 FC:8522

40.00
100.00

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

3348613

3348613v1

**CERTIFICATE OF MERGER  
OF  
DECK AMERICA, INC.  
INTO  
REMODELERS CREDIT CORPORATION**

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL"), Remodelers Credit Corporation, a Delaware corporation (hereinafter "RCC"), certifies that:

First: The name and state or jurisdiction of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State</u>
Deck America, Inc.	Virginia
Remodelers Credit Corporation	Delaware

Second: An Agreement and Plan of Merger by and between U.S. Home Systems, Inc., a Delaware corporation (hereinafter "U.S. Home"), Deck America, Inc. (hereinafter "DAI") and RCC, a wholly-owned subsidiary of U.S. Home, dated October 16, 2002 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by U.S. Home and each of the constituent corporations in accordance with the requirements of Section 252 of the DGCL and the relevant provisions of the Virginia Stock Corporation Act.

Third: The name of the surviving corporation of the merger is Remodelers Credit Corporation, which shall hereinwith be changed to USA Deck, Inc., a Delaware corporation.

Fourth: The amendment in the Certificate of Incorporation of Remodelers Credit Corporation, a Delaware corporation which is the surviving corporation, that was presented to and approved by the board of directors of RCC shall be affected by the merger and shall read as follows:

"First: The name of the corporation is USA Deck, Inc."

Fifth: The executed Merger Agreement is on file at the principal place of business of RCC, the address of which is 750 State Highway 121 Bypass, Suite 170, Lewisville Texas 75067.

Sixth: A copy of the Merger Agreement will be furnished by RCC, on request and without cost, to any stockholder of any constituent corporation.

Seventh: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>No. of Shares</u>	<u>Par Value Per Share</u>
Deck America, Inc., a Virginia corporation	Common Stock	10,000	\$10.00

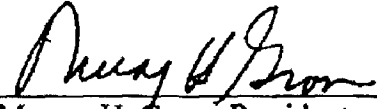
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Dated the <sup>th</sup> 30 day of November, 2002.

DECK AMERICA, INC.

By:   
Daniel L. Betts, President

REMODELERS CREDIT CORPORATION

By:   
Murray H. Gross, President

# Delaware

PAGE 1

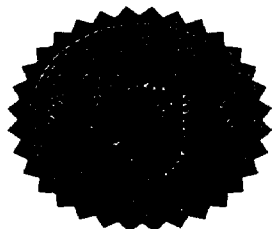
*The First State*

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:

"DECK AMERICA, INC.", A VIRGINIA CORPORATION,

WITH AND INTO "REMODELERS CREDIT CORPORATION" UNDER THE NAME OF "USA DECK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF DECEMBER, A.D. 2002, AT 12 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

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AUTHENTICATION: 2140422

020746002

DATE: 12-12-02

RECORDED: 05/07/2003

TRADEMARK  
REEL: 002748 FRAME: 0437