

FORM PTO-1594  
1-31-92

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patents and Trademark Office

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

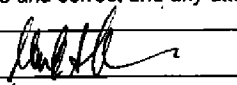
<b>1. Name of conveying party(ies):</b> <b>Restoration Hardware, Inc.</b> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: California <input type="checkbox"/> Other Additional name(s) of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>2. Name and address of receiving party(ies)</b> <b>Name: Restoration Hardware, Inc.</b> Internal Address: Street Address: 15 Koch Road, Suite J, Corte Madera, CA 94925 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: DELAWARE <input type="checkbox"/> Other If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional names and addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>3. Nature of conveyance:</b> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Other: Execution Date: May 27, 1998			
<b>4. Application Number(s) or Registration Number(s).</b> A. Trademark Application No(s):		B. Trademark Registration No(s): 2,048,579  Additional numbers attached? <b>NO X</b>	

<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b>  Name: Mark A. Steiner, Esq. TOWNSEND AND TOWNSEND AND CREW LLP Two Embarcadero Center, 8 <sup>th</sup> Floor San Francisco, California 94111-3834 (415) 576-0200		<b>6. Total number of applications and registrations involved</b> 1	
		<b>7. Total fee (37 CFR 3.41): \$40.00</b> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Charge Fees to Deposit Account <input checked="" type="checkbox"/> Charge any additional fees associated with this paper or during the pende of this application, or credit any overpayment, to deposit account.	
		<b>8. Deposit account number: 20-1430</b> (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 is true and correct and any attached copy is a true copy of the original document.*

Mark A. Steiner Name of Person Signing	 Signature	5-20-04 Date
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Total number of pages including cover sheet, attachments and document: 2

**10. Change Correspondence Address to that of Part 5?**     Yes     No

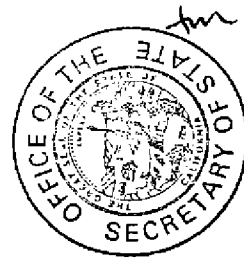
OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover to:

Asst. Commissioner for Trademarks  
Box: Assignments  
Washington, D.C. 20231

CH \$40.00 201430 2048579



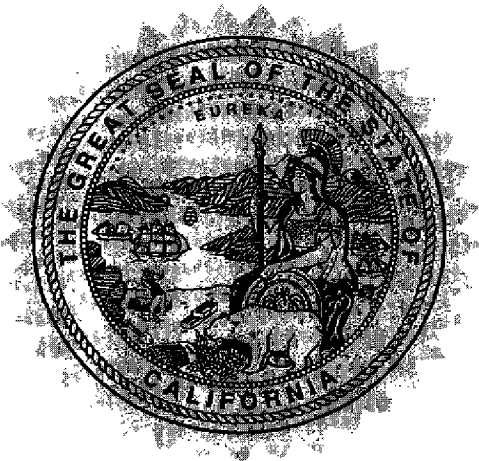
**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) 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 day of

MAY 18 2004



*Kevin Shelley*

Secretary of State

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PAGE 1

**FILED**

In the office of the Secretary of State  
of the State of California

State of Delaware

MAY 29 1998

Office of the Secretary of State

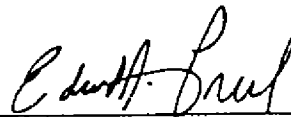


BILL JONES, Secretary of State

I, EDWARD J. FREEL, 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:

"RESTORATION HARDWARE, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "RESTORATION HARDWARE, INC." UNDER THE NAME OF "RESTORATION HARDWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MAY, A.D. 1998, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

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981202219

AUTHENTICATION: 9103115

DATE: 05-27-98

TRADEMARK  
REEL: 002858 FRAME: 0216

**CERTIFICATE OF MERGER**

**OF**

**RESTORATION HARDWARE, INC.,  
a California corporation**

**INTO**

**RESTORATION HARDWARE, INC.,  
a Delaware corporation**

**(under Section 252 of the Delaware General Corporation Law)**

**It is hereby certified that:**

**FIRST:** The name and state of incorporation of each of the constituent business corporations participating in the merger herein certified are as follows:

**(i) Restoration Hardware, Inc., which is incorporated under the laws of the State of California ("Restoration-California") and**

**(ii) Restoration Hardware, Inc., which is incorporated under the laws of the State of Delaware ("Restoration-Delaware").**

**SECOND:** An Agreement and Plan of Merger dated as of May 27, 1998 (the "Agreement of Merger") between Restoration-California and Restoration-Delaware has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware: to wit, by Restoration-California in accordance with the laws of the State of its incorporation and by Restoration-Delaware in the same manner as is provided in Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The surviving corporation in the merger herein certified shall be Restoration-Delaware, which will, upon effectiveness of the merger, continue its existence as said surviving corporation under the name "Restoration Hardware, Inc." upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

**FOURTH:** The Certificate of Incorporation, as amended and restated, of Restoration-Delaware shall continue to be the Certificate of Incorporation of said surviving corporation without change or amendment until further amended in accordance with the provisions of the General Corporation Law of the State of Delaware.

**FIFTH:** The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation. The address of the principal place of business of the surviving corporation is 15 Koch Road, Suite J, Corte Madera, California 94925.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

**SEVENTH:** The authorized capital stock of Restoration-California consists of (a) 3,000,000 shares of Common Stock, no par value, and (b) 1,392,076 shares of Preferred Stock, no par value.

Dated: May 27, 1998

RESTORATION HARDWARE, INC.,  
a California corporation

By: 

Name: Stephen Gordon  
Title: Chairman of the Board, President and Chief  
Executive Officer

ATTEST:



Name: Thomas Low  
Title: Senior Vice President,  
Chief Financial Officer and  
Secretary

RESTORATION HARDWARE, INC.,  
a Delaware corporation

By: 

Name: Stephen Gordon  
Title: Chairman of the Board, President and Chief  
Executive Officer

ATTEST:



Name: Thomas Low  
Title: Senior Vice President,  
Chief Financial Officer and  
Secretary

SIGNATURE PAGE TO CERTIFICATE OF MERGER



STATE OF CALIFORNIA  
FRANCHISE TAX BOARD  
PO BOX 1468  
SACRAMENTO CA 95812-1468

# TAX CLEARANCE CERTIFICATE

April 23, 1998

EXPIRATION DATE: July 15, 1998

BROBECK PHLEGER & HARRISON  
ATTN ANDREW HILL  
2 EMBARCADERO PL 2200 GANG RD  
PALO ALTO CA 94303

ISSUED TO: RESTORATION HARDWARE, INC.  
Entity ID 1588761

THIS CERTIFICATE IS VALID ONLY UPON THE SIMULTANEOUS QUALIFICATION OF RESTORATION HARDWARE INC., A DELAWARE CORPORATION.

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

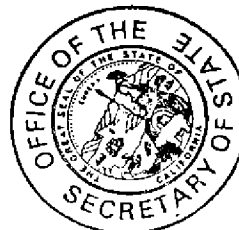
If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermansen  
Special Audit Unit  
Corporation Audit Section  
Telephone (916) 845-4124



COPY

FTB 2570 MEOR 9/12/98

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