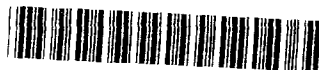


TRADEMARKS



Record the attached

To the Honorable Assistant Secretary and Commissioner original document(s) or copy(ies) thereof.

1028538453

1. Name of conveying party(ies):
Chattam & Wells Mattress Company, L.P.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other Limited liability company - California
 Additional name(s) of conveying party(ies) attached?
 Yes or No?

Name and address of receiving party(ies):
 Name: Chattam & Wells, Inc.
 Street Address 134 Spring Street, Suite 204
New York, New York 10012
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - Delaware
 Other

OFFICE OF PUBLIC RECORDS
 2004 OCT -8 PM 12:25
 FINANCE SECTION

10/8/04

3. Nature of conveyance:
 Assignment of Interest Merger
 Security Agreement Change of Name

 Execution Date: Effective September 24, 2004

If assignee is not domiciled in the United States, a domestic Representative designation is attached: Yes or No? (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes or No?

4. Application number(s) or registration number(s): Attorney Docket No.: 16532.031800
 A. Trademark Application No.(s): B. Trademark Registration No.
 Additional numbers attached? Yes or No? See Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Greenberg Traurig, P.A. Attn: Manuel Valcarcel, Esq.
 Internal Address: _____
 Street Address: 1221 Brickell Avenue
 City: Miami, State: Florida ZIP: 33131

6. Total number of applications and registrations involved: 18
 7. Total fee (37 C.F.R. § 3.41).....\$465.00
 Enclosed
 Authorized any deficiency to be charged to deposit account
 8. Deposit account Number: 50-1792
 (Attach duplicate copy of this page if paying by deposit account)

10/13/2004 6TON11 00000069 2216713
 01 FC:8521 40.00 OP
 02 FC:8522 425.00 OP

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.
Manuel R. Valcarcel, Esq.
 Name of Person Signing Manuel R. Valcarcel Signature October 7, 2004 Date
 Total number of pages including cover sheet(s): 4

OMB No. 0651-0011 (exp. 4/94)
 Do not detach this portion
 Mail documents to be recorded with required cover sheet information:
Mail Stop Assignment Recordation Services
Director of the United States Patent & Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1450
 Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C.

Schedule A

U.S. Trademarks- Owned by Chattam & Wells, Inc., a Delaware corporation, successor by merger to Chattam & Wells Mattress Company, LLC, a California limited liability company

	Trademark	Country	Registration Number	Registration Date
1.	ANGELICA	United States	2216713	January 5, 1999
2.	CHATTAM & WELLS & DESIGN	United States	2182334	August 18, 1998
3.	CHATTAM & WELLS	United States	2279289	September 21, 1999
4.	CHATTAM EDGE	United States	2217121	January 12, 1999
5.	CYNTHIA	United States	2180554	August 11, 1998
6.	DANIELLE	United States	2180555	August 11, 1998
7.	ELIZABETH	United States	2176845	July 28, 1998
8.	FLEUR DE LIS	United States	2412915	December 12, 2000
9.	FRANCESCA	United States	2180553	August 11, 1998
10.	ISABELLA	United States	2175069	July 21, 1998
11.	KATHERINE	United States	2176844	July 28, 1998
12.	MARLENA	United States	2176843	July 28, 1998
13.	PORTRAIT FRAME	United States	2195622	October 13, 1998
14.	ROYAL EUROPEAN MATTRESS	United States	2612317	August 27, 2002
15.	SABRINA	United States	2175068	July 21, 1998
16.	SENSOR TECH	United States	2835396	April 20, 2004
17.	TIMELESS QUALITY CRAFTED BY HAND	United States	2185864	September 1, 1998
18.	VERONICA	United States	2180552	August 11, 1998

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Delaware

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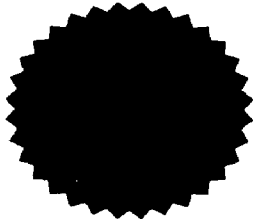
The First State

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:

"CHATTAM & WELLS MATTRESS COPMANY, LLC", A CALIFORNIA LIMITED LIABILITY COMPANY,

WITH AND INTO "CHATTAM & WELLS, INC." UNDER THE NAME OF "CHATTAM & WELLS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2004, AT 4:14 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

3067346 8100M

AUTHENTICATION: 3377341

040693755

DATE: 09-28-04

TRADEMARK
REEL: 003061 FRAME: 0655

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:14 PM 09/24/2004
FILED 04:14 PM 09/24/2004
SRV 040693755 - 3067346 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 8, section 264 (c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger.

FIRST: The name of the surviving corporation is Chattam & Wells, Inc., a Delaware corporation, and the name of the limited liability company being merged into this surviving corporation is Chattam & Wells Mattress Company, LLC a California limited liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Chattam & Wells, Inc.

FOURTH: The merger is to become effective on the filing date.

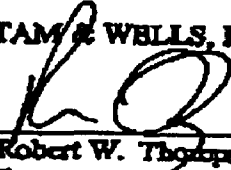
FIFTH: The Agreement of Merger is on file at 134 Spring Street, New York, New York 10012, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or partner on any constituent limited liability company.

SEVENTH: The certificate of Incorporation of Chattam & Wells, Inc. shall be the certificate of Incorporation of the surviving corporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer the 23rd day September, A.D., 2004.

CHATTAM & WELLS, INC.



By: Robert W. Thompson
Its: Secretary