

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Conversion
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rooms To Go Inc.		12/30/2004	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Rooms To Go Inc.
Street Address:	11540 Highway 92 East
City:	Seffner
State/Country:	FLORIDA
Postal Code:	33584
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1760796	BUY THE PIECE SAVE A LITTLE BUY THE ROOM SAVE A LOT
Registration Number:	2577841	HOUSE TO GO
Registration Number:	1756239	ROOMS TO GO
Registration Number:	2396055	ROOMS TO GO
Registration Number:	1801702	ROOMS TO GO
Registration Number:	2828391	ROOMSTOGO .BED
Registration Number:	2944384	ROOMSTOGO.BEDS
Registration Number:	2828390	ROOMSTOGO .STUDIO

CORRESPONDENCE DATA

Fax Number: (312)236-7516
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312.368.4000
 Email: ch.tm@dlapiper.com
 Correspondent Name: Mark I. Feldman

CH \$215.00 1760796

Address Line 1: P.O. Box 64807
Address Line 4: Chicago, ILLINOIS 60664-0807

NAME OF SUBMITTER:	Mark I. Feldman
Signature:	/Mark I. Feldman/
Date:	06/06/2005

Total Attachments: 4
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SECRETARY OF STATE



CORPORATE CHARTER
(CONVERSION)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **ROOMS TO GO INC.** did on **December 30, 2004** file in this office the Articles of Conversion and Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in Carson
City, Nevada, on **January 3, 2005.**



A handwritten signature in cursive script, reading "Dean Heller".

DEAN HELLER
Secretary of State

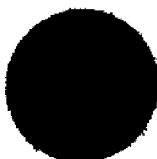
By

A handwritten signature in cursive script, likely belonging to the Certification Clerk.

Certification Clerk

TRADEMARK

REEL: 003097 FRAME: 0246



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4399
(775) 684 5768
Website: secretaryofstate.biz



Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: _____

c/o: _____

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240)*: December 31, 2004

6. Signatures – must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a.; general partnership governed by NRS chapter 57).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Rooms To Go Inc.

Name of constituent entity

Lewis Stein
Signature **LEWIS STEIN**

Vice President

Title

12,29,04

Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

Filing Fee \$350.00

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form AM Conversion 12/03
Revised on: 12/24/03

DEAN HELLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4200
(775) 684 8700
Website: secretaryofstate.biz

FILED # C35712-04

DEC 30 2004

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

Articles of Incorporation
(PURSUANT TO NRS 78)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Rooms To Go Inc.
2. Resident Agent Name and Street Address: <small>(List RTA name, address, city, state, zip in order)</small>	The Corporation Trust Company of Nevada Name 6100 Nell Road, Suite 500 Reno NEVADA 89511 Street Address City State Zip Code Optional Mailing Address City State Zip Code
3. Shares: <small>(Number of shares authorized to issue)</small>	Number of shares with par value: 10,100 Per value: \$ 0.01 Number of shares without par value:
4. Names & Addresses of Board of Directors/Officers: <small>(List additional names if that is more than 3 directors/officers)</small>	1. Lewis Stein Name 11340 Highway 92 East Seffner Florida 33584 Street Address City State Zip Code 2. Name Street Address City State Zip Code 3. Name Street Address City State Zip Code
5. Purpose: <small>(List business intentions)</small>	The purpose of this Corporation shall be: Any and all lawful purposes / 5b. The existence does not begin until December 31, 2004
6. Name, Address and Signature of Incorporator: <small>(List additional names if more than one I. incorporator)</small>	Lewis Stein Name 11340 Highway 92 East Seffner Florida 33581 Address City State Zip Code Signature <i>[Signature]</i>
7. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. Authorized Signature of R.A. or On Behalf of R.A. Company Date 12/30/04 PETER E. SOUZA ASSISTANT SECRETARY

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form 78 ARTICLES 03-2003 Revised 03/12/03

NV081 - 06/15/2004 C.T. System Online