

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Morgan Products Ltd.		07/29/1999	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Andersen Distribution, Inc.		
<b>Street Address:</b>	551 N. Maine Street		
<b>City:</b>	Bayport		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55003		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1358046	MORGAN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(336)733-8473		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(336) 721-3747		
<b>Email:</b>	trademarkswinston@wcsr.com		
<b>Correspondent Name:</b>	Randel S. Springer		
<b>Address Line 1:</b>	One West Fourth Street		
<b>Address Line 4:</b>	Winston-Salem, NORTH CAROLINA 27101		
<b>ATTORNEY DOCKET NUMBER:</b>	28502.0345.1		
<b>NAME OF SUBMITTER:</b>	Randel S. Springer		
<b>Signature:</b>	/Randy Springer/		
<b>Date:</b>	03/02/2006		

CH \$40.00 1358046

Total Attachments: 2

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Exhibit A

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MORGAN PRODUCTS LTD.**

**ARTICLE I.**

The name of this corporation is Andersen Distribution, Inc. (the "Company").

**ARTICLE II.**

The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent is The Corporation Trust Company.

**ARTICLE III.**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV.**

The aggregate number of shares of stock which the Company shall have authority to issue is one thousand (1,000) shares, all of which shall be designated common stock, \$0.01 par value (the "Common Stock"). Shares of Common Stock of the Company acquired by the Company shall become authorized but unissued shares and may be reissued as provided in this Certificate of Incorporation.

**ARTICLE V.**

Any action required or permitted to be taken at any annual or special meeting of stockholders of the Company may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of all of the outstanding stock of the Company entitled to vote thereon and shall be delivered to the Company by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the Company having custody of the book in which proceedings of meetings of stockholders are recorded.

**ARTICLE VI.**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the Company.

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#### ARTICLE VII.

The Company shall indemnify, to the fullest extent authorized or permitted by law, as the same exists or may hereafter be amended, any person who was or is made or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of any other company, partnership, joint venture, trust, employee benefit plan or other enterprise; provided, however, that the Company shall not indemnify any director or officer in connection with any action by such director or officer against the Company unless the Company shall have consented to such action. The Company may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification to employees and agents of the Company similar to those conferred in this Article VII to directors and officers of the Company. No amendment or repeal of this Article VII shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omission occurring prior to such amendment or repeal.

#### ARTICLE VIII.

No director of the Company shall be personally liable to the Company or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director, except to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which such director derived an improper personal benefit. If the General Corporation Law of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Company for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

#### ARTICLE IX.

The Company reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE X.

Elections of directors need not be by written ballot unless the bylaws of the Company shall so provide.