

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/10/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pompeii Furniture Co., Inc.		10/02/2006	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Winston Furniture Company of Alabama, Inc.
Street Address:	1801 N. Andrews Avenue
City:	Pompano Beach
State/Country:	FLORIDA
Postal Code:	33069
Entity Type:	CORPORATION: ALABAMA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1464599	POMPEII
Registration Number:	1642837	BABYLON

CORRESPONDENCE DATA

Fax Number: (312)840-7884
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (312) 840-7860
 Email: mmurphy@jenner.com
 Correspondent Name: Mariann R. Murphy
 Address Line 1: 330 N. Wabash Avenue
 Address Line 2: Jenner & Block LLP
 Address Line 4: Chicago, ILLINOIS 60611

ATTORNEY DOCKET NUMBER:	45354-10003
NAME OF SUBMITTER:	Mariann R. Murphy

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Signature:	/Mariann R. Murphy/
Date:	10/19/2006
Total Attachments: 9 source=Pompeii Furniture Co Inc into Winston Furniture#page1.tif source=Pompeii Furniture Co Inc into Winston Furniture#page2.tif source=Pompeii Furniture Co Inc into Winston Furniture#page3.tif source=Pompeii Furniture Co Inc into Winston Furniture#page4.tif source=Pompeii Furniture Co Inc into Winston Furniture#page5.tif source=Pompeii Furniture Co Inc into Winston Furniture#page6.tif source=Pompeii Furniture Co Inc into Winston Furniture#page7.tif source=Pompeii Furniture Co Inc into Winston Furniture#page8.tif source=Pompeii Furniture Co Inc into Winston Furniture#page9.tif	

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ARTICLES OF MERGER

SECRETARY OF STATE

OF

POMPEII FURNITURE CO., INC.

AND

WINSTON FURNITURE COMPANY OF ALABAMA, INC.

To the Secretary of State
State of Alabama

Pursuant to the provisions of the Alabama Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Pompeii Furniture Co., Inc. with and into Winston Furniture Company of Alabama, Inc. as approved by resolution adopted by unanimous written consent of the Board of Directors of Pompeii Furniture Company, Inc. on October 2, 2006 and by resolution adopted by unanimous written consent of the Board of Directors of Winston Furniture Company of Alabama, Inc. on October 2, 2006.

2. In respect of Winston Furniture Company of Alabama, Inc., the designation, the number of outstanding shares, the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger herein provided for, are as follows:

- (a) Designation of voting group: Common Stock
- (b) Number of outstanding shares of voting group: 100
- (c) Number of votes of voting group entitled to be cast by each voting group entitled to vote on the Plan of Merger: 100

3. In respect of Winston Furniture Company of Alabama, Inc., the total number of votes cast for and against the Plan of Merger herein provided for by each voting group entitled to vote on the Plan of Merger is as follows:

- (a) Designation of voting group: Common Stock
- (b) Number of votes of voting group cast for the Plan of Merger: 100%

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OF STATE

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(c) Number of votes of voting group cast against the Plan of Merger: 0

4. The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by the voting group.

5. The merger of Pompeii Furniture Co., Inc. with and into Winston Furniture Company of Alabama, Inc. is permitted by the laws of the jurisdiction of organization of Pompeii Furniture Co., Inc. and has been authorized in compliance with said laws.

6. The county in the State of Alabama in which the articles of incorporation of Winston Furniture Company of Alabama, Inc. are filed is the County of Jefferson.

7. The effective time and date of the merger herein provided for in the State of Alabama shall be _____ m. on *upon filing*.

Executed on October 2, 2006.

POMPEII FURNITURE CO., INC.

By: *Gene Moriarty*
Gene Moriarty, President

WINSTON FURNITURE COMPANY OF ALABAMA, INC.

By: *Gene Moriarty*
Gene Moriarty, President

PLAN OF MERGER adopted for Pompeii Furniture Co., Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on October 2, 2006, and adopted for Winston Furniture Company of Alabama, Inc., a business corporation organized under the laws of the State of Alabama, by resolution of its Board of Directors on October 2, 2006.

1. Pompeii Furniture Co., Inc. and Winston Furniture Company of Alabama, Inc. shall, pursuant to the provisions of the Alabama Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Pompeii Furniture Co., Inc., be merged with and into a single corporation, to wit, Winston Furniture Company of Alabama, Inc., which shall be the surviving corporation at the effective time and date of the merger and

which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Alabama Business Corporation Act. The separate existence of Pompeii Furniture Co., Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The present articles of incorporation of the surviving corporation upon the effective time and date of the merger shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Alabama Business Corporation Act.

3. The bylaws of the surviving corporation at the effective time and date of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Alabama Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the non-surviving corporation for its approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Alabama Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the sole shareholder entitled to vote of the non-surviving corporation in the manner prescribed by the laws of the jurisdiction of its organization, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the provisions of the Alabama Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Alabama

and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

AGREEMENT AND PLAN OF MERGER

OF

POMPEII FURNITURE CO., INC.

WITH AND INTO

WINSTON FURNITURE COMPANY OF ALABAMA, INC.

THIS AGREEMENT AND PLAN OF MERGER, dated as of October 2, 2006, is made by and between Pompeii Furniture Co., Inc., a Florida corporation ("Pompeii") and Winston Furniture Company of Alabama, Inc., an Alabama corporation ("Winston").

RECITALS

WHEREAS, Pompeii has authorized 1,000 shares of common stock, par value \$0.01 per share, all of which have been issued to Winston.

WHEREAS, the Board of Directors of each of Pompeii and Winston deems it advisable, desirable and in the best interests of Pompeii, Winston and their respective shareholders that, upon the terms and subject to the conditions herein stated, Pompeii be merged with and into Winston pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), Section 10-2B-11.04 of the Alabama Business Corporation Act (the "Alabama Act") and Sections 332 and 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and that Winston be the surviving corporation (the "Merger").

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter set forth, the parties hereto agree as follows:

ARTICLE I
The Merger

1.1 At the Effective Time (as hereinafter defined), Pompeii will be merged with and into Winston in accordance with the provisions of the Florida Act and the Alabama Act. Following the Merger, Winston will continue as the sole surviving corporation (the "Surviving Corporation") and the separate existence of Pompeii will cease.

ARTICLE II
Effective Time

2.1 Filing of Merger Certificates. If this Agreement and Plan of Merger is not terminated in accordance with Article V hereof, an appropriate certificate of merger (the "Alabama Articles of Merger") will be filed with the Secretary of State of Alabama in accordance with Section 10-2B-11.04 of the Alabama Act and an appropriate certificate of merger (the "Florida Articles of Merger") will be filed with the Secretary of State of Florida in accordance with Section 607.1105 of the Florida Act.

2.2 Effective Time. The Merger will become effective (the "Effective Time") as of the later of the time when (a) both (i) the Alabama Articles of Merger have been filed with the Alabama Secretary of State and (ii) the Florida Articles of Merger have been filed with the Florida Secretary of State, or (b) such time as is set forth in the Articles of Merger.

ARTICLE III
Effects of the Merger

3.1 General Effects. The Merger will have the effects set forth in Section 10-2B-11.04 of the Alabama Act and Section 607.1105 of the Florida Act. Without limiting the generality of the foregoing, as of the Effective Time, all properties, rights, privileges and powers of Pompeii will vest in the Surviving Corporation and all debts, liabilities and obligations of Pompeii will become debts, liabilities and obligations of the Surviving Corporation.

3.2 Conversion of Stock. At the Effective Time:

(a) Each then-outstanding share of capital stock of Pompeii will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration shall be issued in respect thereof.

(b) Each then-outstanding share of capital stock of Winston will, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as one share of capital stock of the Surviving Corporation.

3.3 Certificate of Incorporation and Bylaws. At the Effective Time, (i) the Articles of Incorporation of Winston, as amended through the Effective Time, will be the Articles of Incorporation of the Surviving Corporation, and (ii) the Bylaws of Winston, as amended through the Effective Time, will be the Bylaws of the Surviving Corporation, until further amended in accordance with the provisions thereof and applicable law.

3.4 Directors and Officers. The directors and officers of Winston immediately prior to the Effective Time of the Merger will be the directors and officers, respectively, of the Surviving Corporation.

3.5 Principal Office. At the Effective Time, the principal office of Winston will be the principal office of the Surviving Corporation, the address of which is:

Winston Furniture Company of Alabama, Inc.
1801 N. Andrews Avenue
Pompano Beach, FL 33069

ARTICLE IV
Consent to Service of Process

4.1 Statutory Agent. The name and address of the statutory agent for the Surviving Corporation in the State of Florida is:

Corporation Service Company
1201 Hays Street

Tallahassee, FL 32301

4.2 Consent to Service. Pursuant to Section 607.1105 of the Florida Act, the Surviving Corporation irrevocably consents to service of process on the statutory agent listed above as long as the authority of the statutory agent continues, and to service of process upon the Secretary of State of Florida if the statutory agent cannot be found, if the Surviving Corporation fails to designate another statutory agent when required to do so, or if the Surviving Corporation's license or registration to do business in Florida expires or is canceled.

ARTICLE V
Amendment and Termination

5.1 Amendment. At any time prior to the Effective Time, this Agreement and Plan of Merger may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Board of Directors of each of Pompeii and Winston.

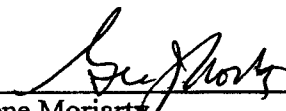
5.2 Termination. At any time prior to the Effective Time, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of Pompeii and/or the Board of Directors of Winston.

ARTICLE VI
Governing Law

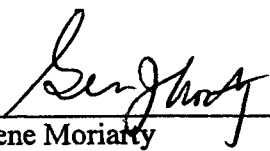
6.1 Except for those provisions in this Agreement and Plan of Merger expressly applying the laws of the State of Florida, this Agreement and Plan of Merger will be governed by and construed in accordance with the laws of the State of Alabama without giving effect to any law or rule that would cause the laws of any jurisdiction other than the State of Alabama to be applied.

IN WITNESS WHEREOF, each of Pompeii and Winston have caused this Agreement and Plan of Merger to be duly executed as of the date first set forth above.

POMPEII FURNITURE CO., INC.

By: 
Gene Moriarty
President

WINSTON FURNITURE COMPANY OF
ALABAMA, INC.

By: 
Gene Moriarty
President