

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
Winston Properties, Inc.		10/02/2006	CORPORATION: ALABAMA

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: 1

Property Type	Number	Word Mark
Registration Number:	2883066	THE FUTURE OF R/C

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
Signature:	/Mariann R. Murphy/

CH \$40.00 2883066

Date:

10/19/2006

Total Attachments: 8

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FILED IN OFFICE

OCT 10 2006

SECRETARY OF STATE

ARTICLES OF MERGER

OF

WINSTON PROPERTIES, INC.

INTO

WINSTON FURNITURE COMPANY OF ALABAMA, INC.

To the Secretary of State
State of Alabama

Pursuant to the provisions of the Alabama Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Alabama, is Winston Properties, Inc.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Alabama, is Winston Furniture Company of Alabama, Inc.

3. The number of outstanding shares of Winston Properties, Inc. is 1,000, all of which are of one class, and all of which are owned by Winston Furniture Company of Alabama, Inc.

4. The following is the Plan of Merger for merging Winston Properties, Inc. into Winston Furniture Company of Alabama, Inc. as approved by resolution of the Board of Directors of Winston Furniture Company of Alabama, Inc.

1. Winston Furniture Company of Alabama, Inc., which is a business corporation of the State of Alabama and is the owner of all of the outstanding shares of Winston Properties, Inc., which is a business corporation of the State of Alabama, hereby merges Winston Properties, Inc. into Winston Furniture Company of Alabama, Inc. pursuant to the provisions of the Alabama Business Corporation Act.
2. The separate existence of Winston Properties, Inc. shall cease at the effective time and date of the merger and Winston Furniture Company of Alabama, Inc. shall continue its existence as the

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SECRETARY
OF STATE

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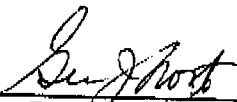
surviving corporation pursuant to the provisions of the Alabama Business Corporation Act.

3. The Articles of Incorporation of Winston Furniture Company of Alabama, Inc. are not amended in any respect by this Plan of Merger.
 4. The issued shares of Winston Properties, Inc. shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
 5. Each share of Winston Furniture Company of Alabama, Inc. outstanding immediately prior to the effective time and date of the merger is to be an identical outstanding or treasury or unissued share of Winston Furniture Company of Alabama, Inc. at the effective time and date of the merger.
 6. No shares of Winston Furniture Company of Alabama, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
 7. The Board of Directors and the proper officers of Winston Furniture Company of Alabama, Inc. 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.
5. Winston Furniture Company of Alabama, Inc. in its capacity as the holder of all of the outstanding shares of Winston Properties, Inc. waived the mailing of a copy of the Plan of Merger to Winston Furniture Company of Alabama, Inc. otherwise provided for under the provisions of Section 10-2B-11.04 of the Alabama Business Corporation Act.
6. Shareholder approval was not required.
 7. The county in the State of Alabama in which the articles of incorporation of Winston Properties, Inc. are filed is the County of Winston.
 8. 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.

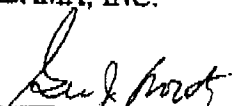
9. The effective time and date of the merger herein provided for shall be upon filing.

Executed on October 2, 2006.

WINSTON PROPERTIES, INC.

By: 
Gene Moriarty, President

WINSTON FURNITURE COMPANY OF ALABAMA, INC.

By: 
Gene Moriarty, President

AGREEMENT AND PLAN OF MERGER

OF

WINSTON PROPERTIES, 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 Winston Properties, Inc., an Alabama corporation ("Winston Properties") and Winston Furniture Company of Alabama, Inc., an Alabama corporation ("Winston Furniture").

RECITALS

WHEREAS, Winston Properties has authorized 1,000 shares of common stock, par value \$1.00 per share, all of which have been issued to Winston Furniture.

WHEREAS, the Board of Directors of each of Winston Properties and Winston Furniture deems it advisable, desirable and in the best interests of Winston Properties, Winston Furniture and their respective shareholders that, upon the terms and subject to the conditions herein stated, Winston Properties be merged with and into Winston Furniture pursuant to 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), Winston Properties will be merged with and into Winston Furniture in accordance with the provisions of the Alabama Act. Following the Merger, Winston Furniture will continue as the sole surviving corporation (the "Surviving Corporation") and the separate existence of Winston Properties 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.

2.2 Effective Time. The Merger will become effective (the "Effective Time") as of the later of the time when (a) the Alabama Articles of Merger have been filed with the Alabama 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. Without limiting the generality of the foregoing, as of the Effective Time, all properties, rights, privileges and powers of Winston Properties will vest in the Surviving Corporation and all debts, liabilities and obligations of Winston Properties 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 Winston Properties 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 Furniture 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 Furniture, as amended through the Effective Time, will be the Articles of Incorporation of the Surviving Corporation, and (ii) the Bylaws of Winston Furniture, as amended through the Effective Time, will be the Bylaws of the Surviving Corporation, until further amended in accordance with the provisions thereof and of applicable law.

3.4 Directors and Officers. The directors and officers of Winston Furniture 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 Furniture 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 Alabama is:

CSC-Lawyers Incorporating Service Incorporated
150 South Perry Street

Montgomery, AL 36104

4.2 Consent to Service. Pursuant to Section 10-2B-11.04 of the Alabama 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 Alabama 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 Alabama 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 Winston Properties and Winston Furniture.

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 Winston Properties and/or the Board of Directors of Winston Furniture.

ARTICLE VI
Governing Law

6.1 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 Winston Properties and Winston Furniture have caused this Agreement and Plan of Merger to be duly executed as of the date first set forth above.

WINSTON PROPERTIES, INC.

By: _____



Gene Moriarty
President

WINSTON FURNITURE COMPANY OF
ALABAMA, INC.

By: _____



Gene Moriarty
President