

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM329661

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Winston Furniture Company of Alabama, Inc.		12/23/2014	CORPORATION: ALABAMA
RECEIVING PARTY DATA			
Name:	Winston Furniture Company of Alabama, LLC		
Street Address:	475 West Town Place		
Internal Address:	Suite 200		
City:	St. Augustine		
State/Country:	FLORIDA		
Postal Code:	32092		
Entity Type:	LIMITED LIABILITY COMPANY: ALABAMA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1439990	WINSTON	
Registration Number:	1642837	BABYLON	
Registration Number:	3556130	CLASSIC ELEMENTS	
CORRESPONDENCE DATA			
Fax Number:			
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Email:	prosecutiondocketing@paulhastings.com		
Correspondent Name:	Paul Hastings LLP		
Address Line 1:	P.O. Box 919092		
Address Line 4:	San Diego, CALIFORNIA 92191-9092		
ATTORNEY DOCKET NUMBER:	90070.00005		
NAME OF SUBMITTER:	Laura C. Yip		
SIGNATURE:	/Laura C. Yip/		
DATE SIGNED:	01/21/2015		
Total Attachments: 6			
source=Certificate of Conversion-Winston Furniture Company of Alabama LLC#page1.tif			
source=Certificate of Conversion-Winston Furniture Company of Alabama LLC#page2.tif			

CH \$90.00 1439990

source=Certificate of Conversion-Winston Furniture Company of Alabama LLC#page3.tif

source=Certificate of Conversion-Winston Furniture Company of Alabama LLC#page4.tif

source=Certificate of Conversion-Winston Furniture Company of Alabama LLC#page5.tif

source=Certificate of Conversion-Winston Furniture Company of Alabama LLC#page6.tif

Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Conversion filed on behalf of Winston Furniture Company of Alabama, LLC., as received and filed in the Office of the Secretary of State on 12/23/2014.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.



01/02/2015

Date

20150102000003238

Jim Bennett

Secretary of State

STATE OF ALABAMA

CONVERSION OF A DOMESTIC ENTITY

PURPOSE: In order to change the entity type of a domestic entity (any entity formed in Alabama), the entity must deliver the documentation in this form pursuant to Section 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of the completed Conversion package, the filing fee of \$25.00 (credit card, check, or money order) to the Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616, and a check or money order made out to the Judge of Probate in the county where the entity's formation documents were recorded (contact the Office of the Judge of Probate for the fees). The Secretary of State will file and transmit the copies to the Judge of Probate in accordance with 10A-1-4.02(g). The Conversion will not be registered if the credit card does not authorize and will be removed from the index if the check is dishonored. If you desire a stamped copy returned to you, supply a third copy and a pre-addressed postage paid return envelope.

Alabama Sec. Of State	Entity Change D/C 117-437	File	\$25.00
	Date 12/23/2014	Ackn	\$.00
	Time 17:00	Exp	\$.00
	141229 5 Pg	Total	\$25.00
			03/007

(For SOS Office Use Only)

This form must be typed or laser printed.
Faxed and emailed transmissions will not be acknowledged, processed, or returned.

1. Information on the converting entity (entity will cease to exist at conversion/termination by conversion):

Alabama entity id number of converting entity: 117-437 (Format 000-000) *

*INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM: If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity - this verification step is strongly recommended.

The name of the converting entity as recorded with the Secretary of State of Alabama:

Winston Furniture Company of Alabama, Inc.

County Probate Office in Alabama where the formation documents/articles of this domestic entity were recorded and where the conversion document will be forwarded for recording: Jefferson County Probate Office

2. Information on the converted (formed/created by this conversion) - this entity will continue to exist:

This Document was prepared by:

(For County Probate Court Office Use Only)

Breanne K. Long
c/o Jenner & Block
919 3rd Avenue
New York, NY 10022

CONVERSION OF DOMESTIC ENTITY

The name of the new domestic entity resulting from this conversion (A domestic name reservation certificate issued by the Alabama Secretary of State must be attached if the name is changing anything more than the entity identifier information – such as Inc., LLC, etc. – if only the identifier information is changing, no name reservation is required name):

Winston Furniture Company of Alabama, LLC

Converted entity will be (check one):

- Business Corporation
- Nonprofit Corporation
- Professional Corporation (PC)
- Limited Liability Company (LLC)
- Registered Limited Liability Partnership (LLP)
- Limited Partnership (LP)
- Limited Liability Limited Partnership (LLLP)
- Employee Cooperative Corporation
- Real Estate Investment Trust

3. Street (No PO Boxes) Address of principal office: 475 West Town Place, Suite 200, St. Augustine, Florida 32092

Mailing Address (if different) N/A

4. Name of registered agent for service of process in Alabama (if principal office is not physically located in Alabama): C T Corporation System

5. Street (No PO Boxes) Address of initial registered office if different from principal office (**MUST be physically located in Alabama if the principal office is located outside of Alabama**):

2 North Jackson Street, Suite 605, Montgomery, AL 36104

Mailing Address in Alabama (if different) N/A

6. Purpose for which the limited liability company formed: design, manufacture, market and sell home and contract furnishings and other related business functions in furtherance thereof; the purpose includes the transaction of any lawful business for which limited liability companies may be organized in Alabama under Title 10A, Chapter 5 of the Code of Alabama.

7. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

8. The name(s) of the Organizer(s): Jon C. Sims

Street (No PO Boxes) address of Organizer(s): 353 North Clark Street, Chicago, IL 60654-3456
Mailing address of Organizer(s) – (if

different from street address): N/A

CONVERSION OF DOMESTIC ENTITY

Attach a listing if more Organizers need to be added.

- 9. If the limited liability company is to be managed by one or more managers, give the number of managers four (4) and the names and mailing addresses of the manager or managers who are to serve as managers until their successors are elected and begin serving:

Manager's Name: Gene J. Moriarty

Mailing address of Manager: 475 W. Town Place, Suite 200, St. Augustine, Florida 32092

Manager's Name: Wayne Teetsel

Mailing address of Manager: 475 W. Town Place, Suite 200, St. Augustine, Florida 32092

Attach listing if more Managers need to be added. *see attached Addendum: Additional Managers*****

- 10. The right, if given, of the member or members to admit additional members, and the terms and conditions of the admission are attached.
- 11. The circumstances, if any, under which the cessation of membership of one or more members will result in dissolution of the limited liability company are attached.
- 12. If the converted entity is one in which one or more owners lack limited liability protection, a statement that each owner of the converting entity who is to become a owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by 10A-1-8.01 is attached.
- 13. The undersigned certify that the conversion was approved pursuant to *Code of Alabama 1975*, Title 10A, Chapter 1, Article 8 (specifically 10A-1-8.01) and that the information included in or attached to this conversion form are true and correct.
- 14. Signature requirements are in accordance with 10A-1-4.01 and 10A-1-8.01 of the *Code of Alabama 1975*.
- 15. The effective date is January 1, 2015.

 Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the limited liability company.

Signature Page – Use additional if necessary.

CONVERSION OF DOMESTIC ENTITY

December 23, 2014

Date

Vincent A. Tortorici, Executive Vice President and Chief Financial Officer
Typed or Printed Name and Title of Signature Below



Vincent A. Tortorici

Signature of Person Authorized to Sign

[Signature page -- Winston LLC Certificate of Conversion]

**Addendum: Additional Managers
of Winston Furniture Company of Alabama, LLC**

Manager's Name: Jason Breaux

Mailing address of Manager: 475 W. Town Place, Suite 200, St. Augustine, Florida
32092

Manager's Name: Pamela Packard

Mailing address of Manager: 475 W. Town Place, Suite 200, St. Augustine, Florida
32092