

07-13-1998

U.S. DEPARTMENT OF COMMERCE
Patents and Trademarks Office

MRO 7-6-98

REC



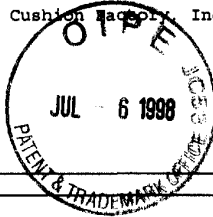
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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): The Cushion Factory, Inc.

Individual(s)
 General Partnership
 Corporation-State Georgia
 Association
 Limited Partnership
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No



2. Name and address of receiving party(ies):

Name: Environs Lane Corporation

Street Address: 711 Environs Lane West

City Dalton State Georgia Zip 30722

Individual(s) Citizenship
 National Banking Association
 General Partnership
 Limited Partnership
 Corporation-State Georgia
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?
 Yes No

3. Nature of Conveyance:

Assignment
 Security Agreement
 Merger
 Change of Name
 Other _____

Execution Date: MAY 14, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark No.(s) 1,905,741; 1,905,742; 1,918,888; 1,944,569

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Douglas T. Johnson
832 Georgia Ave., Suite 1000
Chattanooga, TN 37402-2289

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$115.00

Enclosed Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

07/13/1998 DC0ATES 00000063 1905741
01 FC: 181
02 FC: 182

DO NOT USE THIS SPACE

Statement and signature 75.00 OP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

6/30/98 Date Signature Douglas T. Johnson Name of Person Signing

Total number of pages including cover sheet: 7

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK

REEL: 1751 FRAME: 0683

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 981730671
CONTROL NUMBER : 8908140
DATE INC/AUTH/FILED: 04/24/1989
JURISDICTION : GEORGIA
PRINT DATE : 06/22/1998
FORM NUMBER : 215



DONNA HAAS
MILLER MARTIN
832 GEORGIA AVENUE STE 1000
CHATTANOOGA TN 37402

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**ENVIRONS LANE CORPORATION
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

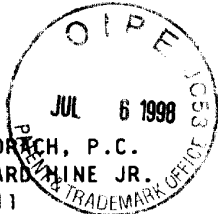
Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



TRADEMARK
REEL: 1751 FRAME: 0684

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981380874
CONTROL NUMBER: 8908140
EFFECTIVE DATE: 05/14/1998
REFERENCE : 0047
PRINT DATE : 05/29/1998
FORM NUMBER : 614



HINE & NIEDRACH, P.C.
ATTN: EDWARD HINE JR.
P O BOX 5511
ROME GA 30162-5511

CERTIFICATE OF RESTATED ARTICLES WITH NAME CHANGE

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

**THE CUSHION FACTORY, INC.
A DOMESTIC PROFIT CORPORATION**

have been duly restated and amended and the corporate name changed to

ENVIRONS LANE CORPORATION

by the filing of articles of restatement in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

TRADEMARK
REEL: 1751 FRAME: 0685



8908140
981240360 NR
981380874

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CUSHION FACTORY, INC.

THE CUSHION FACTORY, INC., by and through its officers, after unanimous approval of its stockholders, amends and restates its Articles of Incorporation in their entirety as follows:

I.

Restated and amended Articles of Incorporation of the Corporation which change the name of the Corporation to Environs Lane Corporation were duly adopted on May 8, 1998.

II.

The name of the corporation shall be changed to ENVIRONS LANE CORPORATION.

III.

The corporation shall have the authority to issue 5000 shares of common voting stock which shall have no par value. The corporation shall be authorized to issue fractional shares.

IV.

The registered office of the corporation will be 1304 May Street, Dalton, Georgia 30721. The registered agent of the corporation shall be Robert S. Goodroe.

V.

The Board of Directors shall consist of three members who shall be:

- Robert S. Goodroe
- Parmelee Ward
- Donald Phipps

VI.

The mailing address of the principal office of the Corporation shall be 1304 May Street, Dalton, Georgia 30721.

VI.

The officers of the Corporation shall be:

Parmelee Ward, President
Robert S. Goodroe, Secretary and Treasurer

VI.

This corporation is organized pursuant to the provisions of the Georgia Business Corporation Code and for the purpose of engaging in business endeavors for profit.

VII.

No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for any breach of duty or care or other duty by such director as a director, provided that this provision shall not eliminate or limit the liability of a director (1) for any appropriation, in violation of his duties, of any business opportunity of the corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for the types of liability set forth in O.C.G.A. Section 14-2-832, or (4) for any transaction from which the director derived an improper personal benefit.

VIII.

In discharging the duties of their respective positions and in determining what is believed to be in the best interest of the corporation, the Board of Directors, Committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the corporation or its shareholders, may consider the interest of the employees, customers, suppliers, and creditors of the corporation and its subsidiaries, the communities in which offices or other establishments of the corporation and its subsidiaries are located, and all other factors such directors consider pertinent, provided, that this provision should be deemed solely to grant discretionary

authority to the directors and shall not be deemed to provide any constituency any right to be considered.

IN WITNESS WHEREOF, the undersigned execute these Articles of Incorporation,
this 8 day of May, 1998.

THE CUSHION FACTORY, INC.

BY: *Parmelee Ward*
PARMELEE WARD, PRESIDENT

ATTEST: *Robert S. Goodroe*
ROBERT S. GOODROE, SECRETARY

(CORPORATE SEAL)

PREPARED BY:

HINE, & NIEDRACH, P.C.

BY: *[Signature]*
EDWARD HINE, JR.
P.O. Box 5511
Rome, Georgia 30162-5511
(706) 291-2531

MAY 14 2 34 PM '98

SECRETARY OF STATE

SECRETARY OF STATE
MAY 27 3 13 PM '98
BSR (5)

TRADEMARK
REEL: 1751 FRAME: 0688



VERIFICATION OF REQUEST FOR PUBLICATION

The undersigned hereby certifies that he is the attorney for The Cushion Factory, Inc., a Georgia corporation (the "Corporation"), and further certifies pursuant to O.C.G.A. § 14-2-1006.1 of the Georgia Business Corporation Code (the "Code") that:

1.

A request for publication of a notice of intent to file articles of amendment to change the name of the Corporation and payment therefor was submitted to The Daily Citizen News on May 11, 1998 as required by O.C.G.A § 14-2-1006.1(b).

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 26th day of May, 1998.

HINE & NIEDRACH, P.C.

BY:


EDWARD HINE, JR.

Attorney for The Cushion Factory, Inc.

