

09-23-1998



Commissioner of Patents and Trademarks

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OPR/FINANCE

89-12-9  
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9-21-98

1. Name of conveying party(ies):

Royal Wood Window Fashions, Inc.  
1603 South 35<sup>th</sup> Avenue  
Phoenix, Arizona 85009

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Arizona
- Other

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: January 21, 1998

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

- A. Trademark Application No.(s)  
ROYAL WOOD (75/083,555) Filed 04/04/1996

Additional numbers attached?

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

Michael D. Fishman  
Rader, Fishman & Grauer PLLC  
1533 N. Woodward Avenue, Suite 140  
Bloomfield Hills, Michigan 48304  
(248) 594-0630

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

Comfortex Corporation  
21 Elm Street  
Maple Wood, NY 12189

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation - State: New York
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes  No  
(Designations must be a separate document from Assignment)

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

B. Trademark Registration No.(s)

Yes  No

6. Total number of applications and registrations involved: one (1)

7. Total fee (37 CFR 3.41).....\$40.00

Enclosed

Authorized to be charged to deposit account for the above amount and any additional fees necessary.

8. Deposit Account Number: 18-0013

(Attach duplicate copy of this page if using deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Michael D. Fishman  
Name

Signature

Date

9/17/98

Total number of pages comprising cover sheet 1

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

09/23/1998 JSHADAZZ 00000103 180013 75083555

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Washington, D.C. 20231

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R0036946

TRADEMARK  
REEL: 1792 FRAME: 0081

**ARTICLES OF MERGER**  
**OF**  
**ROYAL WOOD WINDOW FASHIONS, INC.**  
**INTO**  
**COMFORTEX CORPORATION**

These Articles of Merger are entered into between ROYAL WOOD WINDOW FASHIONS, INC., an Arizona corporation (herein the "Merging Company"), and Comfortex Corporation, a New York corporation (herein the "Surviving Corporation"). The Merging Company and the Surviving Corporation shall hereinafter be referred to collectively as the "Entities" and separately as an "Entity."

These Articles of Merger are delivered to the Arizona Corporation Commission for filing pursuant to Section 10-1105 of the Arizona Revised Statutes by the undersigned corporations.

FIRST: The names, addresses and states of incorporation of the merging corporations are as follows:

<u>Name and Address</u>	<u>State of Incorporation</u>
Royal Wood Window Fashions, Inc 1603 South 35th Avenue Phoenix, AZ 85009	Arizona
Comfortex Corporation 21 Elm Street Maple Wood, NY 12189	New York

SECOND: The name and address of the Statutory Agent of the Surviving Corporation is CT Corporation, 3225 N. Central Ave. Ste 1601, Phoenix, Arizona 85012

THIRD: The Plan of Merger attached hereto as Exhibit "A" was approved by the board of directors of the undersigned corporations in the manner prescribed by the Arizona Revised Statutes. Shareholder approval was not required.

FOURTH: As to each such corporation, the number of shares of stock issued and outstanding are as follows:

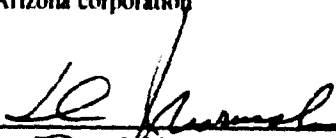
<u>Name of Corporation</u>	<u>Number of Shares of Issued and Outstanding Common Stock</u>
Royal Wood Window Fashions, Inc.	1,000 shares \$.01 par value common stock
Comfortex Corporation	1,623,709 shares \$.01 par value common stock

Neither corporation has a class of stock authorized other than common stock.

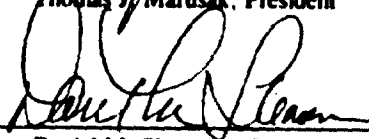
IN WITNESS WHEREOF, Royal Wood Window Fashions, Inc. and Comfortex Corporation have caused these Articles of Merger to be executed by their respective duly authorized officers on this 21 day of January, 1998.

ROYAL WOOD WINDOW FASHIONS, INC.,  
an Arizona corporation

By

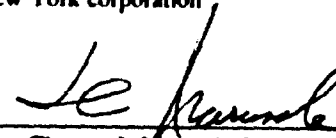
  
Thomas J. Marusak, President

By

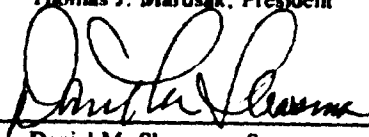
  
Daniel M. Sleasman, Secretary

COMFORTEX CORPORATION,  
a New York corporation

By

  
Thomas J. Marusak, President

By

  
Daniel M. Sleasman, Secretary

## EXHIBIT "A"

Plan of Merger  
of  
Royal Wood Window Fashions, Inc.,  
Into  
Comfortex Corporation

The Board of Directors of Comfortex Corporation and Royal Wood Window Fashions, Inc. have adopted the following plan of merger:

1. Comfortex Corporation, a corporation incorporated under the laws of the State of New York, the surviving corporation, owns at least ninety percent of the outstanding shares of Royal Wood Window Fashions, Inc., a corporation incorporated under the laws of the State of Arizona, the subsidiary corporation.

2. The designation and number of outstanding shares of the subsidiary and the number of such shares owned by the surviving corporation are as follows:

Name of Subsidiary	Designation and Number of Outstanding Shares	Number of Shares Owned by Survivor Corporation
Royal Wood Window Fashions, Inc.	1,000 Common Shares per value \$.01 each	1,000 Shares

3. The subsidiary, Royal Wood Window Fashions, Inc. shall be merged into Comfortex Corporation.

4. The terms and conditions of the merger, including the cash or other consideration to be paid or delivered in exchange for the shares of the subsidiary not owned by the surviving corporations are as follows:

(a) All of the issued and outstanding shares of Royal Wood Window Fashions, Inc. will be cancelled;

(b) All the issued and outstanding shares of Comfortex Corporation, the surviving corporation, shall remain unchanged in the hands of the holders thereof;

(c) No cash or other consideration shall be paid or delivered for shares of Royal Wood Window Fashions, Inc., held by Comfortex Corporation, and the certificates for such shares shall be surrendered and canceled.

(d) The Certificate of Incorporation and by-laws of the surviving corporation shall remain unchanged until amended or change as provided therein or as provided by law.

5.) (a) All the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of Royal Wood Window Fashions, Inc., including any amounts receivable from Comfortex Corporation shall be transferred to, vest in, and devolve upon Comfortex Corporation, the surviving corporation, without further act or deed as effectively as if they were of the surviving corporation.

(b) The surviving corporation shall assume and be liable for all the liabilities, obligations, and penalties of each of the constituent corporations.

6.) The Certificate of Incorporation of Comfortex Corporation, was filed in the Department of State on March 11, 1986, and the Certificate of Incorporation of Royal Wood Window Fashions, Inc. was filed in the State of Arizona on August 22 1995

Dated: Albany, New York  
January 7, 1998

Comfortex Corporation

by:

  
Its Secretary

Royal Wood Window Fashions, Inc.

by:

  
Its Secretary

EXPEDITED  
AZ CORP. COMMISSION  
DELIVERED

JAN 29 1998

FILED BY *Susan Porter*  
TERM  
DATE 1-22-98

ARTICLES OF MERGER

ROYAL WOOD WINDOW FASHIONS, INC. (0756141-4)

MERGED INTO

COMFORTEX CORPORATION (F-0829507-6)