

07-20-1999

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

7-6-99

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1. Name of conveying party(ies):
Brilliant Homes Corporation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other _____

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

3. Nature of conveyance:
 Assignment **Merger**
 Security Agreement Change of Name
 Other _____

Execution Date: **December 29, 1998**

2. Name and address of receiving party(ies):
Name: **American Homestar of Alabama, Inc.**
Internal Address: _____
Street Address: **2450 S. Shore Blvd., Suite 300**
City: **League City** State: **Texas**
Zip: **77573**

Individual(s) citizenship _____ 07-06-1999
 Association _____ U.S. Patent & TMOfo/TM Mail Rcpt Dt. #22
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Alabama**
 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

4. Application number(s) or patent number(s): **See Section B below.**

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s): _____

B. Trademark Registration No.(s): **1,958,028**
1,955,144
1,960,308

Additional numbers attached? Yes No

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

Name: **Cami D. Boyd, Esq.**

Internal Address: **Jackson Walker L.L.P.**

Street Address: **901 Main Street, Suite 6000**

City: **Dallas**

State: **Texas** Zip: **75202-3797**

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6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41): . . . **\$ 90.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

01 FC:481 40.00 OP
02 FC:482 50.00 OP

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.

Cami D. Boyd, Esq.
Name of Person Signing

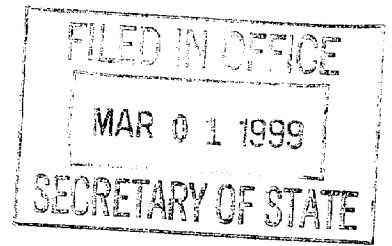
Signature

7/5/99
Date

Total number of pages including cover sheet, attachments, and document: **5**

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

ARTICLES OF MERGER
of
BRILLIANT HOLDING CORPORATION,
a Delaware corporation
with and into
BRILLIANT HOMES CORPORATION,
an Alabama corporation



Pursuant to the provisions of Section 10-2B-11.05 of the Alabama Business Corporation Act (the "ABCA"), the undersigned corporations adopt the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Section 10-2B-11.01 of the ABCA.

1. The Plan of Merger (the "Merger") has been adopted in accordance with the provisions of Section 10-2B-11.07 of the ABCA, providing for the merger of Brilliant Holding Corporation, a Delaware corporation ("Holding") with and into Brilliant Homes Corporation, an Alabama corporation ("Homes"), and resulting in Homes being the surviving corporation. The manner and basis of converting the shares of Holding into shares, obligations, or other securities of Homes is set forth in the Resolutions of Merger adopted on December 29, 1998 attached hereto as Exhibit "A".

2. The name of each of the undersigned corporations and other entities participating in the merger, the type of each such corporation or entity, and the laws under which they are organized, are:

NAME	TYPE OF ENTITY	STATE
Brilliant Holding Corporation	Corporation	Delaware
Brilliant Homes Corporation	Corporation	Alabama

3. As to each of the undersigned corporations, the approval of whose shareholders is required, the number of outstanding shares, the designation of those shares and the number of shares entitled to vote on the Plan, are:

NAME	NUMBER OF SHARES OUTSTANDING	SHARE DESIGNATION	NUMBER OF SHARES ENTITLED TO VOTE
Brilliant Holding Corporation	579,923	Class A Common	579,923
Brilliant Homes Corporation	1,000	Common	1,000

4. As to each of the undersigned corporations the approval of whose shareholders is required, the number of shares voted for and against the Plan, respectively, are as follows:

NAME	TOTAL VOTED FOR	TOTAL VOTED AGAINST	CLASS
Brilliant Holding Corporation	575,923	0	Class A Common
Brilliant Homes Corporation	1,000	0	Common

5. Immediately before the Merger, Holding owned all of the outstanding shares of Homes. The Sole Director and Sole Stockholder of Holding approved the Merger by written consent pursuant to Section 10-2B-11.03 of the ABCA. The Merger and the performance of its terms were duly adopted and authorized by all action required by the laws under which Holding is incorporated and by its constituent documents.

6. The Articles of Incorporation of Homes are filed in Marion County, Alabama. The Articles of Incorporation of Homes shall be the Articles of Incorporation of the surviving corporation as amended to reflect the amendment of its name upon the effective date of the Merger to American Homestar of Alabama, Inc.

7. A copy of the Resolutions of Merger adopted on December 29 1998 by the Sole Director of Holding approving the Merger and amending the name of the surviving corporation upon the effective date of the Merger is attached hereto as Exhibit "A".

8. The merger will become effective on the date these Articles of Merger are filed.

Dated this 19 day of January, 1999.

Brilliant Holding Corporation

By: 

Name: Laurence A. Dawson, Jr.

Title: President

Brilliant Homes Corporation

By: 

Name: Laurence A. Dawson, Jr.

Title: President

BRILLIANT HOMES CORPORATION

Written Consent of Directors



The undersigned, constituting all of the members of the Board of Directors of Brilliant Homes Corporation, an Alabama corporation, hereby consent in writing to the taking of the following actions and to the adoption of the following resolutions:

WHEREAS, Brilliant Holding Corporation, (the "Parent Corporation"), desires to merge with and into Brilliant Homes Corporation, a wholly-owned subsidiary of the Parent Corporation (the "Subsidiary Corporation"), with the Subsidiary Corporation being the survivor, (the "Merger"); and

WHEREAS, the Board of Directors of the Subsidiary Corporation deems it in the best interests of the Subsidiary Corporation to enter into the Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Parent Corporation be merged with and into the Subsidiary Corporation with the Subsidiary Corporation being the survivor, and the Sole Stockholder of the stock of the Parent Corporation, upon surrender of the outstanding certificates therefor, shall receive all of the outstanding shares of stock of the Subsidiary Corporation; and be it

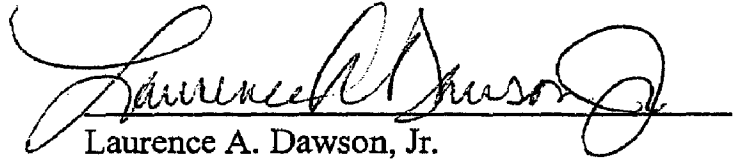
FURTHER RESOLVED, that upon the effective date of the Merger, the Articles of Incorporation of the Subsidiary Corporation shall be the Articles of Incorporation of the survivor with the amendment that upon the effective date of the Merger the name of the surviving corporation shall be American Homestar of Alabama, Inc.; and be it

FURTHER RESOLVED, that the officers of the Subsidiary Corporation, or any of them, be, and they hereby are, in all respects, authorized, empowered and directed for and on behalf of the Subsidiary Corporation, to take all such actions and to perform, execute, verify, acknowledge, certify to, file and deliver any and all documents and instruments necessary or appropriate to consummate the transactions relating to the Merger, in all cases, with any changes, modifications, or amendments as any such officer, in his sole discretion, may approve as necessary, appropriate or desirable, and any such approval by any such officer shall be conclusively evidenced by the execution and delivery of definitive documents relating thereto; and be it

FURTHER RESOLVED, that any and all transactions by any officer of the Parent Corporation, for and on behalf of and in the name of the Subsidiary Corporation, prior to the adoption of the foregoing resolutions, in connection with any of the foregoing matters be, and they are hereby ratified, confirmed, and approved in all respects for all purposes; and be it

FURTHER RESOLVED, that the Merger be submitted to the Sole Stockholder for review and approval in the form and content approved in the resolutions above.

EXECUTED as of 29 day of December, 1998.


Laurence A. Dawson, Jr.