

04-06-2001



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U.S. Patent & TMOtc/TM Mail Rcpt Dt. #61

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year
3 - 31 -2000

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Other

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04/05/2001 TDIAZ1 00000138 1916488

01 FC:481
02 FC:482

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Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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Registration Number(s)

<input type="text" value="1,916,488"/>	<input type="text" value="868,980"/>	<input type="text" value="1,586,809"/>
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Number of Properties

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Fee Amount for Properties Listed (37 CFR 3.41):

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Deposit Account

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Deposit Account Number:

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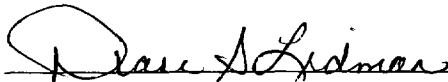
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Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

Diane S Lidman

Name of Person Signing



Signature

March 27, 2001

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DOUGLAS FURNITURE OF CALIFORNIA, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "DOUGLAS FURNITURE OF CALIFORNIA, LLC" UNDER THE NAME OF "DOUGLAS FURNITURE OF CALIFORNIA, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0352547

DATE:

03-31-00

TRADEMARK
REEL: 002264 FRAME: 0492

CERTIFICATE OF MERGER

of

DOUGLAS FURNITURE OF CALIFORNIA, INC.,
a California Corporation

into

DOUGLAS FURNITURE OF CALIFORNIA, LLC,
a Delaware Limited Liability Company

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, John Thomson, a manager of Douglas Furniture of California, LLC, a Delaware limited liability company, submits the following Certificate of Merger and hereby certifies that:

1. The names and jurisdictions of formation and organization of the domestic limited liability company and the other business entity are:

Name:


Jurisdiction:

Douglas Furniture of California, LLC
Douglas Furniture of California, Inc.

Delaware
California

2. An agreement of merger has been approved and executed by the domestic limited liability company and other business entity which are to merge.
3. The name of the surviving limited liability company is Douglas Furniture of California, LLC and it will continue its existence as a Delaware limited liability company.
4. The merger shall become effective upon filing.
5. The agreement of merger is on file at 4000 Redondo Beach Avenue, Redondo Beach, California 90278, a place of business of Douglas Furniture of California, LLC.
6. Douglas Furniture of California, LLC will furnish upon request and without cost a copy of the agreement of merger to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed on March 31, 2000 and is being filed in accordance with Section 18-209 of the Delaware Limited Liability Company Act by an authorized person of the surviving limited liability company in the merger.



Authorized Person
John Thomson

CC1:453942.1

RECORDED: 04/06/2001

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