

08-17-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

F-1301

JSJ SEATING CORPORATION

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Articles of Conversion

Execution Date: December 28, 2000

2. Name and address of receiving party(ies)

Name: JSJ SEATING COMPANY TEXAS, L.P.

Internal Address:

Street Address: One Industrial Park

City: Belton State: Texas Zip: 76513

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State 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 registration number(s):

A. Trademark Application No.(s) 75/935979; 75/803595; 76/042253; 76/126276; 76/126279; 76/126275; 76/134974;

B. Trademark Registration No.(s) 2164375; 2030776; 1795890; 1775240; 2371163; 2066105; 2166654; 2263428; 2269436;

Additional number(s) attached Yes No and 1798712

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

Name: INTELLECTUAL PROPERTY GROUP

Internal Address: WARNER NORCROSS & JUDD LLP

Street Address: 900 Old Kent Building

111 Lyon Street, N.W.

City: Grand Rapids State: MI Zip: 49503

6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 3.41) \$540.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 23-0457 (to cover insufficient funds)

(Attach duplicate copy of this page if paying by 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.

Kimberly A. Johnson

Name of Person Signing

Signature

August, 2001

Date

Total number of pages including cover sheet, attachments, and document: 10

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

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TRADEMARK REEL: 002350 FRAME: 0080

CONTINUATION OF RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

Name of Conveying Party

Name of Receiving Party

JSJ Seating Corporation

JSJ Seating Company Texas, L.P.

4.A. 75/566958; 76/045722; 76/174133; and 75/593216



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the Articles of Conversion filed in this office converting JSJ SEATING CORPORATION, a TEXAS corporation, into JSJ SEATING COMPANY TEXAS, L.P., a TEXAS limited partnership, for which a Certificate of Conversion was issued on DECEMBER 28, 2000.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 5, 2001.

Henry Cuellar VT
Secretary of State

TRADEMARK
REEL: 002350 FRAME: 0082

FILED
Office of the
Secretary of State of Texas

DEC 28 2000

Corporations Section

JSJ SEATING CORPORATION

ARTICLES OF CONVERSION

THESE ARTICLES OF CONVERSION are executed by JSJ SEATING CORPORATION, a Texas corporation on December 27, 2000.

WITNESSETH:

WHEREAS, the board of the directors and shareholders of JSJ Seating Corporation (the "Converting Entity") have adopted the Plan of Conversion attached to these Articles as Schedule A (the "Plan"); and

WHEREAS, the Plan calls for the Converting Entity to be converted to a Texas limited partnership named JSJ Seating Company Texas, LP (the "Converted Entity");

NOW, THEREFORE, the Converting Entity is hereby converted into a Texas limited partnership with reference to the following facts:

1. The Converting Entity is a Texas corporation that has Seventy-One Thousand Two Hundred (71,200) shares of common stock issued and outstanding, none of which are entitled to vote as a class.
2. All Seventy-One Thousand Two Hundred (71,200) issued and outstanding shares of common stock voted in favor of the Plan by executing a written consent dated December 27, 2000.
3. The Plan was adopted in accordance with the Texas Business Corporation Act and the Converting Entity's Articles of Incorporation and Bylaws.
4. These Articles of Conversion are effective as of the close of business on December 31, 2000.

IN WITNESS WHEREOF, JSJ Seating Corporation, pursuant to the authority duly given by resolutions adopted by its board of directors and shareholders, has caused these Articles of Conversion to be executed as of the date first written above.

JSJ SEATING CORPORATION

By Michael D. Metzger
Michael D. Metzger
Its Vice President and Treasurer

SCHEDULE A

(Plan of Conversion attached)

JSJ SEATING CORPORATION

PLAN OF CONVERSION

THIS PLAN OF CONVERSION is adopted by JSJ SEATING CORPORATION, a Texas corporation (the "Converting Entity").

WITNESSETH:

WHEREAS, the board of the directors and shareholders of the Converting Entity deem it to be advisable to convert the Converting Entity from a Texas corporation to a Texas limited partnership (the "Converted Entity"); and

WHEREAS, the board of directors and shareholders of the Converting Entity have determined that the conversion should be accomplished upon the terms and conditions set forth below;

NOW, THEREFORE, the Converting Entity is hereby converted into a Texas limited partnership upon the following terms and conditions:

ARTICLE I

As of the effective date of this Plan, the Converting Entity's corporate existence will cease and it will continue its existence as the Converted Entity in the organizational form of a Texas limited partnership.

ARTICLE II

The Converted Entity's name will be JSJ Seating Company Texas, L.P.

ARTICLE III

Upon the Effective Date of the conversion, in accordance with and as provided in this Plan of Conversion and the Texas Business Corporation Act and the Texas Revised Limited Partnership Act:

1. The Converted Entity shall have all the rights, privileges, immunities and powers and be subject to all of the duties and liabilities of a limited partnership under Texas law and shall have and possess all of the rights, privileges, immunities and franchises, public or private, of the Converting Entity.

2. All property, real personal and mixed, all debts due on whatever account, all other choses in action, and all other assets or interests of any description of or belonging to or due to the Converting Entity shall be deemed to be transferred to and vested in the Converted

Entity without further act or deed; and the title to any real estate, or any interest therein, vested in the Converting Entity shall not revert or be in any way impaired by such conversion.

3. The Converted Entity shall be responsible and liable for all the liabilities and obligations of the Converting Entity, and all debts, liabilities and duties of the Converting Entity shall be debts, liabilities, and duties of the Converted Entity; a claim existing or action or proceeding pending by or against the Converting Entity may be prosecuted as if such conversion had not taken place, or the Converted Entity may be substituted in the place of such Converting Entity; and the rights of creditors and any lien upon the property of the Converting Entity shall not be impaired by such conversion.

4. The Converted Entity will be responsible for the payment of the Converting Entity's franchise tax, other taxes and applicable fees and the Converted Entity will be obligated to pay such franchise taxes, other taxes and fees if the same are not timely paid.

5. All corporate acts, policies, agreements, arrangements, approvals and authorizations of the Converting Entity which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Converted Entity and shall be as effective and binding thereon as the same were with respect to the Converting Entity. The employees and agents of the Converting Entity shall remain the employees and agents of the Converted Entity and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of the Converting Entity.

ARTICLE IV

From and after the Effective Date, and until further amended as provided by the Texas Revised Limited Partnership Act, the Certificate of limited partnership, a copy of which is attached hereto as Exhibit A will govern the Converted Entity after the Effective Date.

ARTICLE V

On the Effective Date, each shareholder will own the percentage interest in the Converted Entity that is equal to the percentage of all issued and outstanding common stock of the Converting Entity that such shareholder owned immediately before the Effective Date. Upon the Effective Date of the conversion, Counter Point Furniture Products, Inc. will become the general partner of the Converted Entity and own a 1% interest and JSJ Asia-Pacific will become the limited partner of the Converted Entity and own a 99% interest.

ARTICLE VI

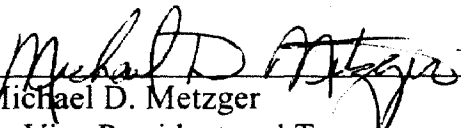
This Plan of Conversion shall be effective upon the approval or adoption thereof by the board of directors and shareholders of Converting Entity in accordance with the requirements of the Texas Business Corporation Act and Texas Revised Limited Partnership Act. The Effective Date of the conversion accomplished pursuant to this Plan of Conversion shall be the close of business on December 31, 2000.

ARTICLE VII

Anything herein to the contrary notwithstanding, this Plan of Conversion may be amended, abandoned, or postponed by the board of directors of Converting Entity before the Effective Date.

IN WITNESS WHEREOF, JSJ Seating Corporation, pursuant to the authority duly given by resolutions adopted by its board of directors and shareholders, has caused this Plan of Conversion to be executed and attested to as of December 27, 2000.

JSJ SEATING CORPORATION

By 
Michael D. Metzger
Its Vice President and Treasurer

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EXHIBIT A

Certificate of Limited Partnership

(Attached)



Office of the Secretary of State
 Corporations Section
 P.O. Box 13697
 Austin, Texas 78711-3697

CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of the limited partnership is JSJ Seating Company Texas, L.P. It is formed pursuant to the conversion of JSJ Seating Corporation, a Texas corporation, with an address of One Industrial Park, Belton, Texas 76513, which was incorporated on February 15, 1972.
2. The street address of its proposed registered office in Texas is (a P.O. Box is not sufficient) One Industrial Park, Belton, Texas 76513-1922

and the name of its proposed registered agent in Texas at such address is David J. DeYoung.

3. The address of the principal office in the United States where records of the partnership are to be kept or made available is One Industrial Park, Belton, Texas 76513-1922
4. The name, the mailing address, and the street address of the business or residence of each general partner is as follows:

NAME	MAILING ADDRESS (include city, state, zip code)	STREET ADDRESS (include city, state, zip code)
Counter Point Furniture Products, Inc.	17237 VanWagoner Road Spring Lake, MI 49456	17237 VanWagoner Road Spring Lake, MI 49456

COUNTER POINT FURNITURE PRODUCTS, INC.

Date Signed: December 27, 2000

By *Michael Jacobson*
 Its President
 General Partner(s)