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Atty. Ref.: (1) FS TM C-13
(2) FS TM C-46

Please record the attached original document or copy thereof.

Name of Conveying Party(ies): United Chair Company, Inc.

[] Individual(s) [X] Corporation-State of Incorporation: Delaware
[] Association [] General Partnership [] Limited Partnership
[] Other:

Name and Address of Receiving Party(ies):

First Source Furniture Group LLC
520 Royal Parkway
Nashville, Tennessee 37214

[] Individual(s)-Citizenship:
[] Corporation-State of Incorporation:
[] Association [] General Partnership [] Limited Partnership
[X] Other: a Limited Liability Company of the State of Michigan

If Assignee is not domiciled in the U.S., a domestic representative designation
(must be separate from Assignment) is attached: [] Yes [] No

Nature of Conveyance:

[] Assignment [] Security Agreement [X] Merger
[] Change of Name [] Other:

Execution Date of Document: December 15, 2000

Trademark Application Numbers:

Trademark Registration Numbers:

(1) 1 634 831
(2) 2 617 569

Total Number of Applications and Registrations Involved: 2 An enclosed check
includes the recording fee of \$65.00. The Commissioner is hereby authorized to
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Mail correspondence concerning
the document to:

FLYNN, THIEL, BOUTELL & TANIS, P.C.
2026 Rambling Road
Kalamazoo, MI 49008-1631

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.

Respectfully submitted,

Liane L. Churney
Liane L. Churney

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Encl: Certificate of Merger
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FINANCE SECTION

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received DEC 19 2000	(FOR BUREAU USE ONLY)
FILED DEC 19 2000	
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Ph. 517-663-2525 Ref # <i>09173</i> Attn: Cheryl J. Bixby MICHIGAN RUNNER SERVICE P.O. Box 266 Eaton Rapids, MI 48827	Administrator BUREAU OF COMMERCIAL SERVICES <hr/> EFFECTIVE DATE: 12-29-00 Expiration date for new assumed names: December 31, Expiration date for transferred assumed names appear in item 6

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CERTIFICATE OF MERGER

Pursuant to the provisions of Section 705a of Act No. 23 of the Public Acts of 1993, First Source Furniture Group LLC, a Michigan limited liability company, executes this Certificate of Merger.

1. The names of the constituent entities are:

First Source Furniture Group LLC, a Michigan limited liability company, whose identification number is B46166

United Chair Company, Inc., a Delaware corporation

2. The surviving entity is First Source Furniture Group LLC, a Michigan limited liability company.

3. The street address of the principal place of business of the surviving entity is 520 Royal Parkway, Nashville, Tennessee 37214.

4. No change will be made in the articles of organization of First Source Furniture Group LLC, the surviving domestic limited liability company, by reason of or in connection with the merger.

5. Haworth, Inc., a Michigan corporation, is the sole stockholder of United Chair Company, Inc. and is, and will be after the effective date of the merger, the sole member of First Source Furniture Group LLC.

6. The plan of merger was approved by the sole member of First Source Furniture Group LLC in accordance with Section 705a(5) of Act No. 23 of the Public Acts of 1993.

100-106882 cc/m

7. The effective date of the merger is December 29, 2000.

This Certificate of Merger is signed in accordance with Section 103 of Act No. 23 of the Public Acts of 1993.

Signed on December 15, 2000

By **HAWORTH, INC.**

By Calvin W. Kreuze

Calvin W. Kreuze

(Type or print name)

FIRST SOURCE FURNITURE GROUP LLC