

11-25-1998

FORM PTO-1594 (Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

R SHEET
LY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



100909260

Tab settings

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

1. Name of conveying party(ies):

Good's Furniture and Carpet, Inc.

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

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

3. Nature of conveyance: MRD 11-20-98

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

Execution Date: June 10, 1996

2. Name and address of receiving party(ies)

Name: Huffman Koos, Inc.

Internal Address: Route 4 at Main Street

Street Address:

City: River Edge State: NJ ZIP: 07661

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

A. Trademark Application No.(s)

1,873,436 - ROOMFUL OF SAVINGS

B. Trademark Registration No.(s)

SN 74/403,766 - Filed: 6-17-93
GOOD'S FURNITURE

Additional numbers attached? Yes No

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

Name: Stanley B. Kita
HOWSON AND HOWSON

Internal Address:

Street Address: POB 457

One Spring House Corporate Ctr

City: Spring House State: PA ZIP: 19477

1/27/1998 DNGUYEN 00000028 74403766

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 08-3040 65.00

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

01 FC:481 40.00 OP
02 FC:482 25.00 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.

Stanley B. Kita

Name of Person Signing

Signature

NOV. 17, 1998

Date

Total number of pages, including cover sheet, attachments, and document: 6

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

TRADEMARK
REEL: 1818 FRAME: 0271

Microfilm Number _____
Entity Number _____

Filed with the Department of State on 10/10/96
[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DECS 15-1988 (Rev. 82)

In compliance with the requirements of 15 Pa.C.S. § 1928 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Ruffian Knos Inc.

2. (Check and complete one of the following):
The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County
(b) a/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of Delaware and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County
(b) a/o: Corporation Service Company Dauphin
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County
Good's Furniture and Carpet, Inc. 2501 Oregon Pike, Lancaster, PA 17605-1088 Lancaster County

96 MAY 22 PM 12: 47
PA DEPT. OF STATE

96 JUN 19 PM 4: 37
PA DEPT. OF STATE

DSCR-15-1826 (Rev 80)-2

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
Good's Furniture and Carpet, Inc.	Adopted by the action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. Section 1924(b)(3)

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1801 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip
-------------------	------	-------	-----

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 17th day of June, 19 96.

HUFFMAN KOOS, INC.
(Name of Corporation)

BY: _____
(Signature)

TITLE: _____

Huffman Koos Inc
(Name of Corporation)

BY: _____
(Signature)

TITLE: Secretary

Exhibit A

PLAN OF MERGER approved on June/5 , 1996 by Huffman Koos Inc., a business corporation incorporated under the laws of the state of Delaware and by resolution adopted by its Board of Directors on said date pursuant to 15 Pa.C.S. §1924(b)(3).

1. Good's Furniture and Carpet, Inc. shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged into Huffman Koos Inc., which shall be the surviving corporation upon the effective date of the merger in the jurisdiction of its organization and which is sometimes hereinafter referred to as the "parent corporation," and which shall continue to exist as said surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Good's Furniture and Carpet, Inc., which is a wholly owned subsidiary of Huffman Koos Inc., and which is sometimes hereinafter referred to as the "subsidiary corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

2. The certificate of incorporation of the parent corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said parent corporation, and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner inasmuch as the parent corporation presently owns directly all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the commonwealth of Pennsylvania. The issued shares of the parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the state of Delaware shall continue to represent one issued share of the parent corporation.

4. In the event that this Plan of Merger shall have been duly adopted upon behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and that the merger of the subsidiary corporation into the parent corporation shall have been duly authorized in accordance with the provisions of said General Corporation Law of the state of Delaware, and, in the event that this Plan of Merger shall have been duly approved and adopted upon behalf of the subsidiary corporation in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the commonwealth of Pennsylvania, the parent corporation and the subsidiary corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the state of Delaware and the laws

of the commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute articles of merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the parent corporation and of the subsidiary corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this plan of merger or of the merger herein provided for.

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

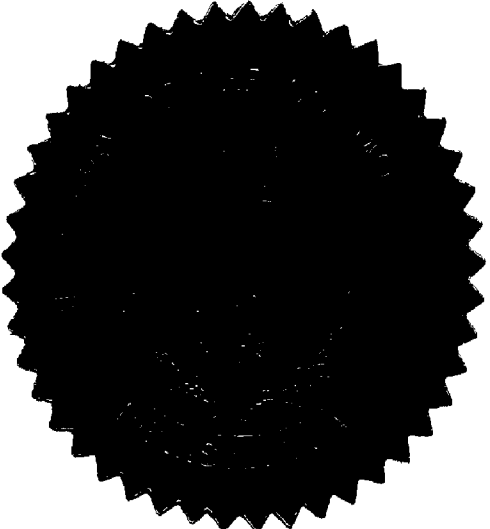
NOVEMBER 10, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

HUFFMAN KOOS INC.

I, Kim Pizzingrilli, Acting Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

ACTING

Secretary of the Commonwealth

DPOS