

06-08-1998

2 SHEET
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5/18/98



100731138

To the Honorable Commissioner

attached original documents or copy thereof.

1. Name of conveying party(ies):

Ames Stores

- Individual(s)
- Corporation-State
- Other General Partnership -- Delaware
- Associations
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Dissolution of Partnership as a result of merger
- Merger
- Change of Name

Execution Date: March 3, 1998

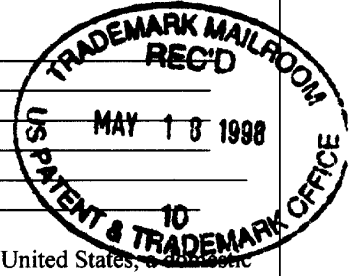
Name and address of receiving party(ies):

Name: Zayre Central Corp.
 Internal Address: _____
 Street Address: 2418 Main Street
 City: Rocky Hill State CT ZIP 06067

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

If assignee is not domiciled in the United States, a domestic representative designate is attached:

(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)

B. Trademark Registration No.(s)
 1,539,718
 1,556,321

Additional numbers attached? Yes No

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

Name: Deborah M. Lodge
(corresponding party pursuant to Power of Attorney)

Internal Address: Patton Boggs L.L.P.

Street Address: 2550 M Street, N.W.

City: Washington State: DC ZIP: 20037

6. Total number of applications and registrations involved 2

7. Total fee (37 CFR 3.41) \$ 65

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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 to the original document.

Deborah M. Lodge
Name of Person Signing

Deborah M. Lodge
Signature

5/15/98
Date

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

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

TRADEMARK
REEL: 1736 FRAME: 0942

06-08-1998 JENNIFER 0000174 153718

JOINT UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS
AND THE SOLE STOCKHOLDER
OF
ZAYRE CENTRAL CORP.

The undersigned, being respectively all of the members of the Board of Directors and the sole stockholder of ZAYRE CENTRAL CORP., a Delaware corporation (the "Corporation"), do hereby consent, pursuant to the General Corporation Law of the State of Delaware, to the adoption of the following resolutions without a meeting:

RESOLVED, that it is desirable and in the best interests of the Corporation to enter in an Agreement and Plan of Merger dated as of March 3, 1998 (the "Merger Agreement") between the Corporation and Zayre New England Corp. ("ZNE") pursuant to which ZNE will merge with and into the Corporation; and further,

RESOLVED, that the Merger Agreement is hereby approved in all respects, together with such changes therein as the appropriate officers of the Corporation may deem necessary or desirable; and further,

RESOLVED, that, in accordance with Section 7.1(b) of the General Partnership Agreement (the "Partnership Agreement") of Ames Stores, a Delaware general partnership (the "Partnership") made as of December 7, 1992, by and between ZNE and the Corporation, at the Effective Time (as defined in the Merger Agreement) as a result of the effectiveness of the Merger (as defined in the Merger Agreement), the Partnership shall be dissolved and its business wound up; and further,

RESOLVED, that, in accordance with Section 7.2 of the Partnership Agreement, the assets of the Partnership shall be distributed to the

TRADEMARK

Corporation; and further

RESOLVED, that the appropriate officers of the Corporation be, and each hereby is, authorized and directed in the name and on behalf of the Corporation to execute the Merger Agreement, to execute and file a certificate of merger, and to execute and deliver all such other instruments, agreements, documents and certificates and to take any and all such further and other action in connection with the foregoing resolutions as any of them may deem necessary, advisable or proper to effectuate the intent and purposes of any such resolutions.

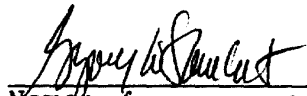
IN WITNESS WHEREOF, the undersigned have executed this consent as of the 3rd day of March, 1998.


STOCKHOLDER:

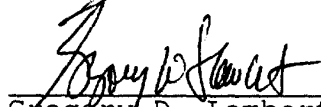
DIRECTORS:

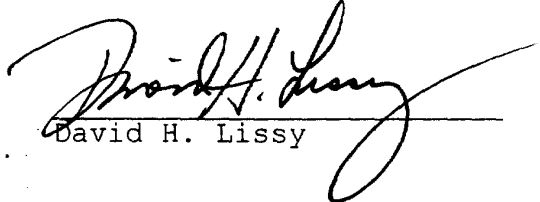
AMD, INC.

By:


Name: Gregory D. Lambert
Title: VICE PRESIDENT


Joseph R. Ettore


Gregory D. Lambert


David H. Lissy

Office of the Secretary of State

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:

"ZAYRE NEW ENGLAND CORP.", A DELAWARE CORPORATION,

WITH AND INTO "ZAYRE CENTRAL CORP." UNDER THE NAME OF "ZAYRE CENTRAL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MARCH, A.D. 1998, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

0647524 8100M

981083741

AUTHENTICATION:

8953668

DATE:

TRADEMARK

REEL: 1736 FRAME: 0945

03-05-98

CERTIFICATE OF MERGER

OF

ZAYRE NEW ENGLAND CORP.

WITH AND INTO

ZAYRE CENTRAL CORP.

Under Section 251

of

the Delaware General Corporation Law

THE UNDERSIGNED Zayre New England Corp. ("ZNE") and Zayre Central Corp. ("ZCC"), in connection with the merger of ZNE with and into ZCC (the "Merger"), hereby certify as follows:

FIRST: The name and the state of incorporation of each of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
Zayre New England Corp.	Delaware
Zayre Central Corp.	Delaware

SECOND: An agreement and plan of merger relating to the Merger (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation of the Merger is Zayre Central Corp.

FOURTH: The merger of Zayre New England Corp. into Zayre Central Corp. will be effective at and as of 5:00 p.m. (Eastern Time) on March 4, 1998.

FIFTH: The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of Zayre Central Corp.

SIXTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation

at c/o Ames Department Stores, Inc., 2418 Main Street, Rocky Hill, Connecticut 06067.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, the undersigned corporations have duly executed this Certificate this 3rd day of March 1998.

ZAYRE NEW ENGLAND CORP.

By: Gregory D. Lambert
Name: Gregory D. Lambert
Title: Vice President

ZAYRE CENTRAL CORP.

By: Gregory D. Lambert
Name: Gregory D. Lambert
Title: Vice President