

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	MERGER
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cort Furniture Rental Corporation		07/12/1994	CORPORATION: NEW YORK

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Cort Furniture Rental Corporation
<b>Street Address:</b>	11250 Waples Mill Road
<b>Internal Address:</b>	Suite 500
<b>City:</b>	Fairfax
<b>State/Country:</b>	VIRGINIA
<b>Postal Code:</b>	22030-7400
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 2</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2175800	CREATIVE DESIGN
Registration Number:	2096794	CD

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(215)655-2420
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	215.994.2420
<b>Email:</b>	terence.dixon@dechert.com
<b>Correspondent Name:</b>	Dechert LLP
<b>Address Line 1:</b>	4000 Bell Atlantic Tower
<b>Address Line 2:</b>	1717 Arch Street
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103-2793

<b>ATTORNEY DOCKET NUMBER:</b>	265539
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<b>NAME OF SUBMITTER:</b>	Terence A. Dixon
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Total Attachments: 5  
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CORT FURNITURE RENTAL CORPORATION

INTO

CORT FURNITURE RENTAL CORPORATION (DELAWARE)

Cort Furniture Rental Corporation, a corporation organized and existing under the laws of the State of New York (the "Company"),

DOES HEREBY CERTIFY THAT:

FIRST: The Company was incorporated on the 5th day of June, 1972, pursuant to the Business Corporation Law of the State of New York.

SECOND: The Company owns all of the outstanding shares of the capital stock of Cort Furniture Rental Corporation (Delaware) ("Cort DE"), which was incorporated on the 12th day of July, 1994 pursuant to the General Corporation Law of the State of Delaware.

THIRD: The Company, by the following resolutions duly adopted by written consent of directors, executed on the 12th day of July, 1994 and filed with the minutes of the board of directors, determined to merge itself with and into Cort DE, and Cort DE shall assume all the liabilities and obligations of the Company:

RESOLVED, that the merger (the "Merger") of the Company with and into Cort Furniture Rental Corporation (Delaware), a Delaware corporation and its wholly-owned subsidiary ("Cort DE"), pursuant to the terms and conditions set forth in the Plan of Merger between the Company and Cort DE (the "Plan of Merger"), is advisable and that approval of the Merger be submitted to the sole stockholder of the Company for adoption by written consent and upon receiving such consent, the Merger shall be approved.

RESOLVED, that the Plan of Merger is adopted and approved in the form attached hereto.

RESOLVED, that the name of Cort DE be changed at the time of the merger so that the name of the surviving corporation is Cort Furniture Rental Corporation.

RESOLVED, that in accordance with the Plan of Merger, the officers of the Company are hereby authorized, on

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behalf of the Company, to execute a Certificate of Ownership and Merger and a Certificate of Merger and to cause such Certificates to be filed with the Secretary of State of the State of Delaware and a certified copy to be recorded with the Office of the Recorder of Deeds, New Castle County, Delaware and the Secretary of State of the State of New York, respectively.

RESOLVED, that the officers of the Company are hereby authorized to take such additional action, and to execute and cause to be filed such additional documents, as they may consider necessary or desirable in order to carry out the transactions contemplated by the Plan of Merger, without further authority or approval by the board of directors of the Company.

FOURTH: The Plan of Merger has been authorized and approved by the sole shareholder of the Company in accordance with the laws of the State of New York, by written consent of sole shareholder dated July 12, 1994.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Merger may be terminated and abandoned by the board of directors of the Company at any time prior to the date of filing this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

SIXTH: The Merger will be effective upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by Paul N. Arnold, its President and its corporate seal to be affixed hereunder and attested by Maureen Thune, its Assistant Secretary, this 20 day of July, 1994.

CORT FURNITURE RENTAL CORPORATION

[CORPORATE SEAL]

By: Paul N. Arnold  
Paul N. Arnold, President

Attest:

By: Maureen Thune  
Maureen Thune  
Assistant Secretary

PLAN OF MERGER

This is a Plan of Merger between CORT FURNITURE RENTAL CORPORATION (DELAWARE), a Delaware corporation ("Cort DE") and CORT FURNITURE RENTAL CORPORATION, a New York corporation ("Cort") and the sole stockholder of Cort DE.

1. Merger of Cort into Cort DE. On the Effective Date (as defined in paragraph 7 below), Cort will merge with and into Cort DE in accordance with Section 253 of the General Corporation Law of Delaware and Subchapter IX of the New York Business Corporation Law (the "Merger") and the separate existence of Cort will cease. Cort DE will be the "Surviving Corporation" and will continue its existence under Delaware Law. The name of Cort DE will be changed to "Cort Furniture Rental Corporation."

2. Certificate of Incorporation and Bylaws of Surviving Corporation. On the Effective Date, the Certificate of Incorporation and Bylaws of Cort DE will become the Certificate of Incorporation and Bylaws of the Surviving Corporation and, except as amended to change its name to Cort Furniture Rental Corporation, will thereafter continue to be its Certificate of Incorporation and Bylaws until changed as provided by law.

3. Directors and Officers of Surviving Corporation. The directors and officers of Cort DE on the Effective Date will continue as the directors and officers of the Surviving Corporation.

4. Shares. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of Shares entitled to Vote</u>
Cort Furniture Rental Corporation	Class A Common Stock, 293,529.06 shares	Class A Common Stock, 293,529.06 shares
Cort Furniture Rental Corporation (Delaware)	Common Stock, 100 shares	Common Stock, 100 shares

5. Conversion of Shares. On the Effective Date:

5.1 Each then issued and outstanding share, and each share then held in the treasury, of the stock of Cort will, by virtue of the Merger and without any action on the part of the holder thereof, be converted into issued and outstanding shares, or treasury shares, as the case may be, of the common stock, par value \$.01, of the Surviving Corporation on a pro rata basis.

5.2 Each then issued and outstanding share, and each share then held in the treasury, of the stock of Cort DE will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without conversion or issuance of any shares of stock of the Surviving Corporation with respect thereto.

6. Assets and Liabilities. As a result of the Merger, by operation of law and without further act or deed, on the Effective Date, all of the property, rights, interests and other assets of Cort will be transferred to and vested in Cort DE and Cort DE will assume all of the liabilities of Cort.

7. Approval, Filing and Effective Date. After this Plan of Merger has been duly approved in the manner required by law, a Certificate of Merger will be executed and filed with the Secretary of State of the State of New York and a Certificate of Ownership and Merger will be filed with the Secretary of State of the State of Delaware. The Merger will be effective (the "Effective Date") upon filing of the Certificate of Merger with the Secretary of State of the State of New York and the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

8. Termination. This Plan may be terminated and the Merger abandoned by action of the board of directors of Cort DE or Cort at any time before the Effective Date, notwithstanding the approval in the manner set forth in paragraph 7 above.

9. Amendment. This Plan may be amended in any manner at any time before the Effective Date by the mutual consent of the board of directors of Cort and Cort DE.