

07-21-1998

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Docket No.:

787.266/280/382



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To the Honorable Commissioner of Patents and Trademarks, 1007.34956 attached original documents or copy thereof.

1. Name of conveying party(ies):

International Jensen Incorporated

MRO 7-20-98

2. Name and address of receiving party(ies):

Name: Recoton Audio Corporation

Internal Address:

Street Address: 2950 Lake Emma Road

City: Lake Mary State: FL ZIP: 32746

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

- Association
- Limited Partnership

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Merger of RC Acquisition into Int'l Jensen

- Merger
- Change of Name

Execution Date: under surviving name: Recoton Audio Corp.

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

927,195  
1,778,708  
1,430,911

Additional numbers attached?  Yes  No

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

Name: Jane Linowitz, Esq.

Internal Address: Levisohn, Lerner, Berger & Langsam

Street Address: 757 Third Avenue, Suite 2400

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 5115.00

Enclosed

Authorized to be charged to deposit account

90 E  
120

8. Deposit account number:

For under/overpayments: 02-2105

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DO NOT USE THIS SPACE

9. Signature and signature date

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.

Jane Linowitz

Name of Person Signing

*Jane Linowitz*  
Signature

July 17, 1998

Date

Total number of pages including cover sheet, attachments, and document: TRADEMARK REF: 1-730-LEA-0571

7.21.98 Per Telephone: Lisa authorized D. Kuehls to charge Fee \$440

State of Delaware  
Office of the Secretary of State PAGE 1

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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:

"RC ACQUISITION SUB, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "INTERNATIONAL JENSEN INCORPORATED" UNDER THE NAME OF "RECOTON AUDIO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1996, AT 5:40 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2577078 8100M

971449975

AUTHENTICATION: 8839219

DATE: 12/19/96

REEL: 1729 FRAME: 0572

CERTIFICATE OF MERGER  
OF  
RC ACQUISITION SUB, INC.

INTO  
INTERNATIONAL JENSEN INCORPORATED

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Pursuant to Section 251 of the  
Delaware General Corporation Law

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INTERNATIONAL JENSEN INCORPORATED, a Delaware corporation,  
hereby certifies as follows:

FIRST: The names of the constituent corporations are  
"INTERNATIONAL JENSEN INCORPORATED" and "RC ACQUISITION SUB,  
INC." Each constituent corporation is incorporated under the  
laws of the State of Delaware.

SECOND: A Fourth Amended and Restated Agreement and  
Plan of Merger dated as of January 3, 1996 (the "Agreement and  
Plan of Merger"), has been approved, adopted, certified,  
executed and acknowledged by each of the constituent corpora-  
tions in accordance with Section 251(c) of the General  
Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation (the  
"Surviving Corporation") is INTERNATIONAL JENSEN INCORPORATED.  
Upon the filing of this Certificate, the name of the Surviving  
Corporation shall be changed to Recoton Audio Corporation, as  
set forth below.

FOURTH: The Amended and Restated Certificate of  
Incorporation of INTERNATIONAL JENSEN INCORPORATED as in effect  
at the date of the merger shall be the Certificate of  
Incorporation of the Surviving Corporation, except that Article  
FIRST hereby is amended to read "The name of the Corporation is  
Recoton Audio Corporation" and Articles FOURTH, FIFTH, SIXTH,  
SEVENTH AND EIGHT hereby are amended and Articles NINTH, TENTH,  
ELEVENTH AND TWELFTH hereby are eliminated so that the Amended  
and Restated Certificate of Incorporation reads as set forth on  
Exhibit A.


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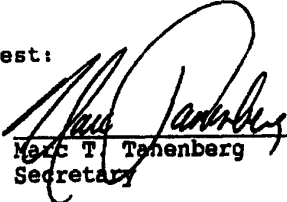
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FIFTH: An executed copy of the Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, 25 Tri-State International Office Center, Suite 400, Lincolnshire, IL 60069, and a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent corporations.

IN WITNESS WHEREOF, INTERNATIONAL JENSEN INCORPORATED has caused this Certificate of Merger to be executed in its corporate name by its President and attested by its Secretary this 28th day of August, 1996.

INTERNATIONAL JENSEN INCORPORATED

By:   
Robert G. Shaw  
President

Attest:  
By:   
Marc T. Tenenberg  
Secretary

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
INTERNATIONAL JENSEN INCORPORATED

FIRST: The name of this Corporation (hereinafter called the "Corporation") is Recoton Audio Corporation.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, 19801, County of New Castle (zip code 19801). The name of the registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business to be conducted and promoted and the purpose of the Corporation is to engage in any any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is three thousand (3,000) shares, all of which are of a par value of one hundredth of one dollar (\$.01) each, and all of which are of one class and are designated as Common Stock.

FIFTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been

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made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

SIXTH: The power to make, alter, or repeal the By-Laws, and to adopt any new By-Law, shall be vested in the Board of Directors.

SEVENTH: To the fullest extent that the General Corporation Law of the State of Delaware, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of this Corporation shall be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the foregoing, a director shall be liable to the extent provided by applicable law (1) for any breach of the directors' duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the General Corporation Law of the State of Delaware, or (4) for any transaction from which the director derived any improper personal benefit. Neither the amendment or repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article shall adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, repeal or adoption.

EIGHTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, or by any successor thereto, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section. The Corporation shall advance expenses to the fullest extent permitted by said section. Such right to indemnification and advancement of expenses shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise.

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RECORDED: 07/20/1998

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