

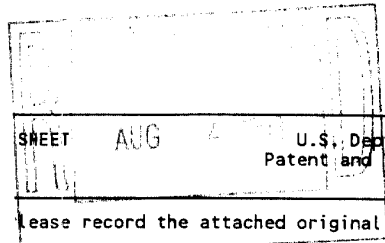
Max 8-4-98

08-07-1998

Form PTO 1594  
(Rev. 6-93)  
OMB No. 0651-0011



100788468



To the Honorable  
copy thereof.

Please record the attached original documents or

1. Name of conveying party(ies):  
 PHILIPS ELECTRONICS NORTH AMERICA CORPORATION  
 WITH AND INTO FGP CORP.  
 UNDER THE NAME OF  
 PHILIPS ELECTRONICS NORTH AMERICA CORPORATION  
 Individual(s)  Association  
 General Partnership  Ltd Partnership  
 Corporation-State of Delaware  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
 Name: PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

Internal Address: \_\_\_\_\_

Street Address: 100 East 42nd Street

City: New York State: NY Zip: 10017

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State of Delaware \_\_\_\_\_  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Destinations must be a separate document from Assignment)  
 Additional names(s) & Address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: December 1, 1995  
 (effective on December 31, 1995)

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

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s)  
848,536 (CHAMPION)

Additional Numbers Attached?  Yes  No

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

Name: Philips Electronics North America Corporation

Internal Address: \_\_\_\_\_

Street Address: 580 White Plains Road

City: Tarrytown State: NY Zip: 10591

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) ...\$ 40.00  
 Enclosed  Authorized to Deposit Account

8. Deposit Account Number: 14-1270  
 (Attach duplicate copy of this page paying by deposit account)

08/05/1998  
01 FC:481


00000182 141270 848536  
40.00 CH

DO NOT USE THIS SPACE

file OK

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.

F. Brice Faller  July 30, 1998  
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK  
REEL: 1763 FRAME: 0763

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 OWNERSHIP, WHICH MERGES:

"PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "FGP CORP." UNDER THE NAME OF "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2134316 8100M

950311913

AUTHENTICATION: 7772309

DATE: 12-29-95

TRADEMARK  
REEL: 1763 FRAME: 0764

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PHILIPS ELECTRONICS NORTH AMERICA CORPORATION  
(A Delaware corporation)

INTO

FGP CORP.  
(a Delaware Corporation)

(Under Sections 103 and 253 of the General  
Corporation Law of the State of Delaware)

WHEREAS, FGP Corp. has entered into an Agreement and Plan of Liquidation and Merger with Philips Electronics North America Corporation, duly adopted by the Board of Directors at a meeting held on Friday, September 22, 1995; now pursuant thereto:

FIRST: FGP Corp., a Delaware corporation, hereby certifies that it is the owner of all of the outstanding shares of capital stock of Philips Electronics North America Corporation.

SECOND: FGP Corp. hereby further certifies that the following resolution was duly adopted by the Board of Directors at a meeting held on Friday, September 22, 1995:

RESOLVED, that effective on December 31, 1995 at 5:00 p.m. New York time, with such date and time to be specified as the effective time in the relevant Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware, Philips Electronics North America Corporation shall be merged with and into this Corporation and the name of this Corporation shall be changed to "Philips Electronics North America Corporation."

THIRD: This Certificate of Ownership and Merger shall not be effective until 5:00 p.m., New York time, December 31, 1995.

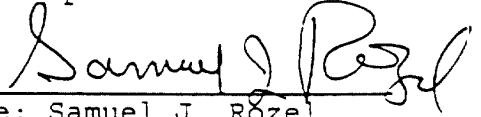
NY12528\38451.3

TRADEMARK  
REEL: 1763 FRAME: 0765

IN WITNESS WHEREOF, the undersigned has executed  
this certificate of ownership and Merger

Date: December 1, 1995

FGP Corp.

By: 

Name: Samuel J. Rózel

Title: Senior Vice  
President

NY12528\38451.3

RECORDED: 08/04/1998

TRADEMARK  
REEL: 1763 FRAME: 0766