

12-21-1998

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&T 10414.0-00 02

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



100925323

To the Commissioner of Patents and Trademarks

Documents or copy thereof.

88-12-14-98
MLO

1. Name of conveying party(ies):
Softsoap Enterprises, Inc. a Minnesota corporation and Former PHI, Inc. a Massachusetts corporation

Individuals Association
 General Partnership Limited Partnership
 Corporation—State of (see above)
 Other:

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

2. Name and address of receiving party(ies):
Softsoap Enterprises, Inc.
300 Park Avenue
Colgate Palmolive Company
New York, N.Y. 10022-7499

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

Execution Date: January 6, 1998

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation—State of Massachusetts
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)
 1,021,279; 1,059,925; 1,135,414; 1,144,636; 1,173,823;
 1,193,482; 1,264,635; 1,743,827; 1,743,829; 1,779,429; 1,864,137;
 1,933,286; 1,935,657; 1,937,322; 1,966,759; 1,969,821; 1,979,374 and
 2,155,917

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: D. Randall King
 Address: Merchant, Gould, Smith, Edell, Welter & Schmidt, P.A.
 3100 Norwest Center
 90 South Seventh Street
 Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 18

7. Total fee (37 CFR 3.41): \$465.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

D. Randall King
 Name of Person Signing

Signature

12/8/98
 Date

12/17/1998 DNGUYEN 00000185 1021279

01 FC481 40.00 OP
 02 FC482 425.00 OP

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to

Commissioner for Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

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TRADEMARK
REEL: 1827 FRAME: 0750

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

021
021
051
052
021

ARTICLES OF ~~*CONSOLIDATION*~~ / *MERGER (General Laws, Chapter 156B, Section 79)

BT
HG
Examiner

~~XXXXXXXXXXXX~~ / *merger of

B Softsoap Enterprises, Inc. *Not PFI*

a Minnesota corporation

S Former PFI, Inc.

a Massachusetts corporation

the constituent corporations, into

E Former PFI, Inc.

~~XXXXXXXXXXXX~~ / *one of the constituent corporations organized under the laws of: Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~*consolidation*~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~XXXXXX~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~*consolidation*~~ / *merger determined pursuant to the agreement of ~~*consolidation*~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

*The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

Article 1 of the Articles of Organization of the surviving corporation be, and it hereby is, amended to read in full as follows:

The name of the corporation is:
Softsoap Enterprises, Inc.

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

C
P
M
R.A.

**Do not make any additions to the space provided under any article or item on this form. If additions are necessary, they should be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to multiple articles must be made on a single sheet as long as each article requiring each addition is clearly indicated.*

(MASS. - 1676 - 9/25/95)

ARTICLES OF MERGER
SOFTSOAP ENTERPRISES, INC.
with and into
FORMER PHI, INC.

Name, residential address and P.O. address of the directors and officers of the surviving corporation:

Directors

<u>Name and Title</u>	<u>Residence</u>	<u>P.O. Address</u>
Stephen C. Patrick Director	30 Ridgebrook Road Greenwich, CT 06830	c/o Colgate-Palmolive 300 Park Avenue New York, N.Y. 10022
Andrew D. Hendry Director	3 Hollowbrook Road Califon, NJ 07830	c/o Colgate-Palmolive 300 Park Avenue New York, N.Y. 10022
William S. Shanahan Director	5 Conant Place Darien, CT 06820	c/o Colgate-Palmolive 300 Park Avenue New York, N.Y. 10022

Officers

<u>Name and Title</u>	<u>Residence</u>	<u>P.O. Address</u>
Ian M. Cook President	421 Hoyt Farm Road New Canaan, CT 06840	c/o Colgate-Palmolive 300 Park Avenue New York, N.Y. 10022
Dennis J. Hickey Vice President	One Buckingham Court St. James, NY 11780	c/o Colgate-Palmolive 300 Park Avenue New York, N.Y. 10022
Andrew D. Hendry Vice President	3 Hollowbrook Road Califon, NJ 07830	c/o Colgate-Palmolive 300 Park Avenue New York, N.Y. 10022
Brian Heidtke Treasurer	585 Sparrowbush Road Wyckoff, NJ 07830	c/o Colgate-Palmolive 300 Park Avenue New York, N.Y. 10022

12-22-97

Michele C. Mayes
Secretary/Clerk

155 East 31st Street, Apt. 15F
New York, NY 10016

c/o Colgate-Palmolive
300 Park Avenue
New York, N.Y. 10022

Edward Filusch
Assistant Treasurer

111 Majestic South
Lincroft, NJ 00738

c/o Colgate-Palmolive
300 Park Avenue
New York, N.Y. 10022

Nina Gillman
Assistant Secretary/
Assistant Clerk

139 E. 94th Street, Apt. 6-C
New York, N.Y. 10128

c/o Colgate-Palmolive
300 Park Avenue
New York, N.Y. 10022

Jules Kaufman
Assistant Secretary/
Assistant Clerk

600 West 111th Street, Apt. 13A
New York, NY 10025

c/o Colgate-Palmolive
300 Park Avenue
New York, N.Y. 10022

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(b) The name, residential address and post office address of each director and officer of the ~~resulting~~ / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	See attached sheet		
Treasurer:			
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ / *surviving corporation shall end on the last day of the month of:
December 31

(d) The name and business address of the resident agent, if any, of the ~~resulting~~ / *surviving corporation is:
CT CORPORATION SYSTEM, 2 Oliver Street, Boston, Massachusetts 02109

Item 5 below may be deleted if the ~~resulting~~ / surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~ / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service or process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned ~~Patrick~~ / *Vice President and ~~Clark~~ / *Assistant Clerk of Former PRI, Inc.
a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~Patrick/Clark~~ / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Stephen C. Patrick ~~Patrick~~ / *Vice President

Nina D. Gillman ~~Clark~~ / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, Dennis J. Hickey Vice President and Nina D. Gillman Assistant Secretary
of Softscan Enterprises, Inc.
Minnesota further state under the penalties of perjury that the agreement of ~~Patrick/Clark~~ / *merger has been duly adopted by such corporation in the manner required by the laws of Minnesota

Delete the applicable words
Specify the officer holding powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B
Specify the officer holding powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation

Dennis J. Hickey Vice President

Nina D. Gillman Assistant Secretary

(MASS. - 1676)

THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF THE COMMONWEALTH

ARTICLES OF *CONSOLIDATION / *MERGER

(General Laws, Chapter 156B, Section 79)

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SECRETARY OF THE COMMONWEALTH

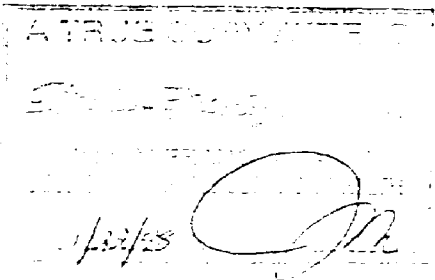
I hereby approve the within Articles of *Consolidation / *Merger and, the filing fee in the amount of \$ 250- having been paid, said articles are deemed to have been filed with me this 6th day of January, 19 98

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Nina D. Gillman, Assistant General Counsel

Colgate-Palmolive Company

300 Park Avenue

New York, NY 10022-7499

Telephone (212) 310-2235