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Form PTO 1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM C
TRADEMARKS ONL

of Commerce
ademark Office

To the Honorable Commissioner of Patents and Trademark
copy thereof.

ocuments 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
_X_ Corporation-State of Delaware
___ Other _____

Additional name(s) of conveying party(ies) attached?

___ Yes _X_ No

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

Name: PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

Internal Address: _____

Street Address: 1251 Avenue of the Americas

City: New York State: NY Zip: 10020-1104

___ Individual(s) citizenship _____
___ Association _____
___ General Partnership _____
___ Limited Partnership _____
_X_ 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 _X_ 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)

204,006 (CENTRALAB)
1,284,168 (SPACE MISER)

Additional Numbers Attached? ___ Yes _X_ 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:

2

7. Total fee (37 CFR 3.41) ...$ 65.00

___ Enclosed _X_ Authorized to Deposit Account

8. Deposit Account Number: 14-1270
(Attach duplicate copy of this page 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 of the original document.

Robert J. Kraus
Name of Person Signing

Signature

February 3, 1999
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

02/05/1999 TTON11 00000191 141270 204006

01 FC:481 40.00 CH
02 FC:482 25.00 CH

State of Delaware

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.

Edward J. Freel

Edward J. Freel, Secretary of State

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950311913

AUTHENTICATION: 7772309

DATE: 12-29-95

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

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

Date: December 1, 1995

FGP Corp.

By: Samuel J. Rozel
Name: Samuel J. Rozel
Title: Senior Vice President

NY12528\38451.3