

RECORDATIO TRADE

02-11-1999

S. DEPARTMENT OF COMMERCE Patent and Trademark Office



100963608

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies) DURACELL INC. (Please note no comma in title)
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State
[] Other DELAWARE
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

3. Nature of conveyance: 2-9-99
[] Assignment [X] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: December 31, 1998

2. Name and address of receiving party(ies)
Name: The Gillette Company
Internal Address: The Prudential Tower Building
Street Address: 39th Floor Trademark Dept
City: Boston State: MA ZIP: 02199
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[X] Corporation-State DELAWARE
[] Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [] Yes [X] No

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
285,731 1,931,276
756,769
1,274,902
Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Raymond J. De Vellis
Internal Address:
The Gillette Company
Street Address: The Prudential Tower Building
39th Floor Trademark Dept
City: Boston State: MA ZIP: 02199

6. Total number of applications and registrations involved: 4
7. Total fee (37 CFR 3.41).....\$ 115.00
[X] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number:
3-001-0746-9746-05
(Attach duplicate copy of this page if paying by deposit account)

02/11/1999 DATES 0000030 205731

DO NOT USE THIS SPACE

D1 FC:481 40.00 OP
DE FC:482 75.00 OP

115E

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.
Judith D. Cohen Name of Person Signing
Judith D. Cohen Signature
2/8/99 Date

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

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:

"DURACELL INC.", A DELAWARE CORPORATION,

WITH AND INTO "THE GILLETTE COMPANY" UNDER THE NAME OF "THE GILLETTE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

EM199912842US



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

0066828 8100M

9524010

DATE:

991018280

01-15-99
TRADEMARK

REEL: 1852 FRAME: 0678

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DURACELL INC.

INTO

THE GILLETTE COMPANY

The Gillette Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on September 10, 1917, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares (of each class) of the capital stock of Duracell Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 19th day of November, 1998, determined to and did merge into itself said Duracell Inc.:

RESOLVED, that the corporation merge, and it hereby does merge, into itself its wholly-owned subsidiary Duracell Inc. and assumes all its liabilities and obligations; and

FURTHER RESOLVED, that the merger shall become effective at the close of business on December 31, 1998 and;

FURTHER RESOLVED, that any officer of the corporation is hereby authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge with said Duracell Inc. and to assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said The Gillette Company has caused this Certificate to be signed by Jill C. Richardson, its Secretary, this 20th day of November, 1998.

THE GILLETTE COMPANY

By: 

Jill C. Richardson, Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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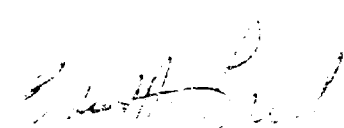
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SECRETARY OF STATE
DATE: 01-15-99

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