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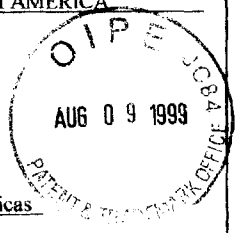
08-12-1999

Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)	RECORDATION TRADEMARKS O	Commerce
To the Honorable Commissioner of Patents and T		ments or copy thereof.



101115496

<p>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</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Ltd Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>PHILIPS ELECTRONICS NORTH AMERICA CORPORATION</u></p> <p>Internal Address: _____</p> <p>_____</p> <p>Street Address: <u>1251 Avenue of the Americas</u></p> <p>_____</p> <p>City: <u>New York</u> State: <u>NY</u> Zip: <u>10020-1104</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) &amp; Address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 1, 1995</u> (effective on December 31, 1995)</p>	



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

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	<b>1,786,106 (DRIP STOP [horizontal logo])</b>
	<b>1,787,415 (DRIP STOP)</b>


Additional Numbers Attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Philips Electronics North America Corporation</u></p> <p>Internal Address: _____</p> <p>_____</p> <p>Street Address: <u>580 White Plains Road</u></p> <p>_____</p> <p>City: <u>Tarrytown</u> State: <u>NY</u> Zip: <u>10591</u></p>	<p>6. Total number of applications and registrations involved: <u>2</u></p>
	<p>7. Total fee (37 CFR 3.41) ...\$ <u>65.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to Deposit Account</p>
	<p>8. Deposit Account Number: <u>14-1270</u> (Attach duplicate copy of this page paying by deposit account)</p>

DO NOT USE THIS SPACE

9. Statement and signature.

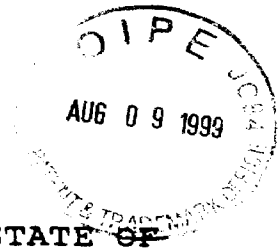
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Ernestine C. Bartlett  July 30, 1999  
Name of Person Signing Signature Date

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

State of Delaware  
Office of the Secretary of State

PAGE 1



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, Secretary of State

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950311913

AUTHENTICATION:

7772309

DATE:

12-29-95

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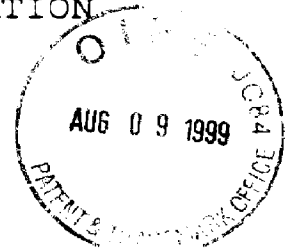
CERTIFICATE OF OWNERSHIP AND MERGER

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.

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

Date: December 1, 1995

FGP Corp.

By: Samuel J. Rózel

Name: Samuel J. Rózel

Title: Senior Vice  
President



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RECORDED: 08/09/1999

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