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09-13-1999

U.S. DEPARTMENT OF COMMERCE
Patents and Trademarks Office

09-07-1999



HEET

No Check

U.S. Patent & TMOrc/TM Mail RcptDt. #31

101144397

To the Honorable Commissioner of Patents... 101144397 Attached original documents or copy thereof.

1. Name of conveying party(ies): Almet/Lawnlite, Inc.

Individual(s)
 General Partnership
 Corporation-State California
 Association
 Limited Partnership
 Other

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

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

Name: Sunbeam Corporation

Street Address: 2381 Executive Center Drive

City Boca Raton State Florida Zip 33431

Individual(s) Citizenship
 National Banking Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other

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

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

3. Nature of Conveyance:

Assignment
 Security Agreement
 Merger
 Change of Name
 Other

Execution Date: JUNE 30, 1992

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

A. Trademark Application No. (s)

Additional numbers attached? Yes No

B. Trademark No. (s) 1,084,821

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

Douglas T. Johnson
832 Georgia Ave., Suite 1000
Chattanooga, TN 37402-2289

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41): . . . \$40.00

Enclosed Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if 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.

9/3/99 Date Signature Douglas T. Johnson Name of Person Signing

Total number of pages including cover sheet: 4

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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

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:

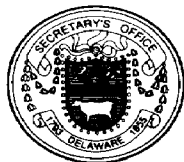
"ALMET/LAWNLITE, INC.", A CALIFORNIA CORPORATION,

"GRIFFO PRODUCTS, INC.", A ILLINOIS CORPORATION,

"THE QUINCY COB COMPANY, INC.", A ILLINOIS CORPORATION,

WITH AND INTO "SUNBEAM CORPORATION" UNDER THE NAME OF

"SUNBEAM CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1992, AT 9:01 O'CLOCK A.M.



0924135 8100M

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9941913

DATE: 08-26-99

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**ALMET/LAWNLITE, INC.,
GRIFFO PRODUCTS, INC., and
THE QUINCY COB COMPANY, INC.**

INTO

SUNBEAM CORPORATION

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

Sunbeam Corporation, a Delaware corporation, (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the 9th day of October, 1981, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the stock of Almet/Lawnlite, Inc., a corporation incorporated on the 14th day of April, 1981, pursuant to the provisions of the California Corporations Code;

THIRD: That the Corporation owns all of the outstanding shares of the stock of Griffco Products, Inc., a corporation incorporated on the 30th day of March, 1988, pursuant to the provisions of the Business Corporation Act of Illinois;

FOURTH: That the Corporation owns all of the outstanding shares of the stock of The Quincy Cob Company, Inc., a corporation incorporated on the 22nd day of August, 1991, pursuant to the provisions of the Business Corporation Act of Illinois;

FIFTH: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 30th day of June, 1992, determined to merge into itself said subsidiaries, Almet/Lawnlite, Inc., Griffco Products, Inc., and The Quincy Cob Company, Inc. on the conditions set forth in such resolutions:

RESOLVED, that pursuant to Section 368 of the Internal Revenue Code of 1986,

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 06/30/1992
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amended, Sunbeam Corporation merge into itself its subsidiaries, Almet/Lawnlite, Inc., Griffo Products, Inc., and The Quincy Cob Company, Inc., and assume all said subsidiaries' liabilities and obligations;

FURTHER RESOLVED, that the merger shall be effective at 5:00 p.m. on June 30, 1992;

FURTHER RESOLVED, that the President, and any Vice President, and the Secretary, and any Assistant Secretary, of the Corporation be and they hereby are directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Almet/Lawnlite, Inc., Griffo Products, Inc., and The Quincy Cob Company, Inc. into the Corporation and to assume said subsidiaries' liabilities and obligations and the date of adoption thereof and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County, Delaware, and to do all further acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

SIXTH: That the effective time and date of this Certificate of Ownership and Merger is 5:00 p.m. on June 30, 1992.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Ownership and Merger this 30th day of June, 1992.

Attest:

David R. Sargent
David R. Sargent, Assistant Secretary

SUNBEAM CORPORATION

By: Michael G. Lederman
Michael G. Lederman, Vice President

(SEAL)

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