

01-07-2000



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MED 12.20.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Jetro, Inc.

Execution Date
Month Day Year
08 09 99

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Michigan

Receiving Party

Mark if additional names of receiving parties attached

Name The Conair Group, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1 Conair Drive

Address (line 2) _____

Address (line 3) Pittsburgh

Pennsylvania

15202

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/07/2000 DNGUYEN 00000034 5491507

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
350.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002007 FRAME: 0928

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

| Trademark Application Number(s) | | | Registration Number(s) | | |
|---------------------------------|----------------------|----------------------|--|--|--|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="549,155"/> | <input type="text" value="1,228,922"/> | <input type="text" value="1,261,963"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="876,521"/> | <input type="text" value="1,233,284"/> | <input type="text" value="822,790"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1,216,486"/> | <input type="text" value="1,254,344"/> | <input type="text" value="853,162"/> |

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Michael L. Dever

12/15/99

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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| 864,212 | <input type="text"/> | <input type="text"/> |
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| 1,337,568 | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

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:

"CONAIR EXTRUSION SYSTEMS, INC.", A DELAWARE CORPORATION,
"CONAIR TEMPRO, INC.", A ILLINOIS CORPORATION,
"GATTO MACHINERY DEVELOPMENT CORP.", A DELAWARE CORPORATION,
"JETRO, INC.", A MICHIGAN CORPORATION,
"ROPER & BRODERICK, INC.", A MASSACHUSETTS CORPORATION,
"STANWIX STREET EXTRUSIONS, INC.", A PENNSYLVANIA

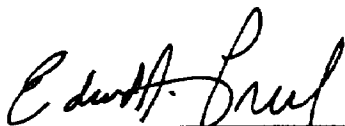
CORPORATION,

"WOR-TEX CORPORATION", A TEXAS CORPORATION,

WITH AND INTO "THE CONAIR GROUP, INC." UNDER THE NAME OF "THE CONAIR GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

2078298 8100M

991335114

AUTHENTICATION: 9918779

DATE: 08-12-99

TRADEMARK
REEL: 002007 FRAME: 0931

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CONAIR EXTRUSION SYSTEMS, INC.
(a Delaware corporation)

GATTO MACHINERY DEVELOPMENT CORP.
(a Delaware corporation)

CONAIR TEMPRO, INC.
(an Illinois corporation)

STANWIX STREET EXTRUSIONS, INC.
(a Pennsylvania corporation)

WOR-TEX CORPORATION
(a Texas corporation)

ROPER & BRODERICK, INC.
(a Massachusetts corporation)

JETRO, INC.
(a Michigan corporation)

INTO

THE CONAIR GROUP, INC.
(a Delaware corporation)

It is hereby certified that:

1. The Conair Group, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of the following corporations (collectively the "Subsidiaries"), which are business corporations of the states as indicated:

| Corporation Name | State of Incorporation |
|-----------------------------------|------------------------|
| Conair Extrusion Systems, Inc. | Delaware |
| Gatto Machinery Development Corp. | Delaware |
| Conair Tempo, Inc. | Illinois |
| Stanwix Street Extrusions, Inc. | Pennsylvania |
| Wor-Tex Corporation | Texas |
| Roper & Broderick, Inc. | Massachusetts |
| Jetro, Inc. | Michigan |

3. On August 9, 1999, the Restructuring Committee of the Board of Directors of the Corporation adopted the resolutions attached as Exhibit A to merge the Subsidiaries into the Corporation, with the Corporation to be the surviving entity.
4. The effective time of the Certificate of Ownership and Merger shall be upon filing with the Delaware Secretary of State.

[Remainder of Page Intentionally Left Blank]

Executed on AUGUST 9, 1999.

THE CONAIR GROUP, INC.

By: Eugene J. Sullivan
Name: EUGENE J. O'SULLIVAN
Title: CEO

PGH1_General; 774345

TRADEMARK
REEL: 002007 FRAME: 0934

EXHIBIT A

**UNANIMOUS WRITTEN CONSENT
OF THE
RESTRUCTURING COMMITTEE OF THE
BOARD OF DIRECTORS OF
THE CONAIR GROUP, INC.**

The undersigned, being all of the members of the Restructuring Committee of The Conair Group, Inc., a Delaware corporation (the "Corporation"), acting pursuant to the Unanimous Written Consent of the Board of Directors of The Conair Group, Inc. dated April 7, 1997, and Section 141(f) of the Delaware General Corporation Law, as amended, hereby waive any notice requirement and consent to the adoption of the following resolutions with the same effect as if they had been adopted at a duly noticed and called meeting of the Restructuring Committee of the Board of Directors of the Corporation on August 9, 1999:

WHEREAS, the Corporation desires to restructure seven wholly-owned subsidiaries of the Corporation that are no longer engaging in business activities (the "Inactive Subsidiaries") so that such Inactive Subsidiaries are merged with and into the Corporation, with the Corporation to be the surviving corporation.

NOW, THEREFORE BE IT RESOLVED, that the merger of each of the following corporations (each corporation constituting one of the Inactive Subsidiaries):

Conair Extrusion Systems, Inc., a Delaware corporation;
Gatto Machinery Development Corp., a Delaware corporation;
Conair Tempro, Inc., an Illinois corporation;
Stanwix Street Extrusions, Inc., a Pennsylvania corporation;
Wor-Tex Corporation, a Texas corporation;
Roper & Broderick, Inc., a Massachusetts corporation; and
Jetro, Inc., a Michigan corporation

with and into the Corporation, with the Corporation to be the surviving corporation, is authorized, adopted and approved in all respects (collectively, the "Inactive Subsidiary Mergers"); and

RESOLVED FURTHER, that as part of and in connection with the Inactive Subsidiary Mergers, the respective Plan of Merger between the Corporation and:

Conair Tempro, Inc.; and
Stanwix Street Extrusions, Inc.; and
Jetro, Inc.

substantially in the form attached to this Unanimous Written Consent as Exhibits A - C, is authorized, adopted and approved in all respects (each a "Plan of Merger"); and

RESOLVED FURTHER, that as part of and in connection with the Inactive Subsidiary Mergers, Conair-Delaware, Inc., a wholly-owned subsidiary of Jetro, Inc., shall become a wholly-owned subsidiary of the Corporation upon the merger of Jetro, Inc. with and into the Corporation, is authorized, adopted and approved in all respects; and

RESOLVED FURTHER, that there shall be no change to the Certificate of Incorporation, Bylaws, Board of Directors and officers of the Corporation as a result of the Inactive Subsidiary Mergers, and the Certificate of Incorporation, Bylaws, Board of Directors and officers of the Corporation after the effective time of the Inactive Subsidiary Mergers shall be identical to that of the Corporation as prior to the effective time of the Inactive Subsidiary Mergers; and

RESOLVED FURTHER, that each of the proper officers of the Corporation are authorized to execute, in the name and on behalf of the Corporation, each Plan of Merger, with such changes as they may approve, the due execution of a Plan of Merger to be conclusive evidence of approval of such changes; and

RESOLVED FURTHER, that the proper officers of the Corporation be and each of them hereby is authorized to execute, in the name and on behalf of the Corporation, the Certificate of Ownership and Merger in connection with the Inactive Subsidiary Mergers and file such Certificate of Ownership and Merger with the State of Delaware; and

RESOLVED FURTHER, that the proper officers of the Corporation be, and they hereby are, authorized to take such other action, including without limitation the execution and delivery of any documents, instruments, agreements, consents or certificates (including the filing of any Articles of Merger or Certificate of Merger with the appropriate states for the Inactive Subsidiary Mergers), as they may deem necessary or advisable to carry out the purposes and intent of the foregoing resolutions and any matters related thereto, such authorization to be conclusively evidenced by the taking of such action; and

RESOLVED FURTHER, that any and all actions heretofore taken by any of the proper officers of the Corporation with respect to the matters set forth or related to the purposes and intents of the foregoing resolutions are hereby ratified and approved and adopted in all respects; and

RESOLVED FURTHER, that the above resolutions with respect to the Corporation and its officers shall also apply fully to any action to be taken by any of the Inactive Subsidiaries and their respective officers in furtherance thereof.

[Remainder of Page Intentionally Left Blank]

This Unanimous Written Consent may be executed in one or more counterparts and executed signature pages may be delivered by facsimile transmission.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first written above.

RESTRUCTURING COMMITTEE OF
THE BOARD OF DIRECTORS


G. Watts Humphrey, Jr.


E. Niles Canyon