

03-23-2000



02-24-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #70

REC 101296511
COVER SHEET
TRADEMARKS ONLY

Handwritten: Neo 2-24-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) 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

Merger
Effective Date
Month Day Year
11 01 1999

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
11 01 1999

Name Fragrance Impressions Limited

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Connecticut

Receiving Party

Mark if additional names of receiving parties attached

Name Tristar USA, Inc.

DBA/AKATA _____

Composed of _____

Address (line 1) 105 South St. Mary's Street

Address (line 2) Suite 1800

Address (line 3) San Antonio

City

Texas/USA

State/Country

78205

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.)

03/22/2000 DNGUYEN 00000209 75674625

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
450.00 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: 002038 FRAME: 0176

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

(210) 978-7700

Name

Cline H. White

Address (line 1)

Jackson Walker, L.L.P.

Address (line 2)

112 E. Pecan

Address (line 3)

Suite 2100

Address (line 4)

San Antonio, Texas 78205

Pages

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

#

9

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)

75674625	75556402	75523217
75562898	75548942	75488389
75562895	75523218	

2231224	2222015	1579702
2270680	2196674	1635914
2237865	2025454	2316006

Number of Properties

Enter the total number of properties involved.

#

19

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

490.00

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.

Cline H. White

Name of Person Signing

Signature

2/23/00

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

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 the Assignment.)

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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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 MERGER, WHICH MERGES:

"FRAGRANCE IMPRESSIONS LIMITED", A CONNECTICUT CORPORATION, WITH AND INTO "TRISTAR USA, INC." UNDER THE NAME OF "TRISTAR USA, 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 NOVEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

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

3116236 8100M
991481503



Edward J. Freel, Secretary of State

AUTHENTICATION: 0077448
DATE: 11-12-99

2-22-00; 3:43PM; FULBRIGHT & JAWORSKI

; 210 270 7205

3/ 8

11-11-99; 5:51PM; FULBRIGHT & JAWORSKI

; 001 210 270 7205

5/ 75

No Transmission Information Available for 'ED09371'
Sent by: O'SULLIVAN GRAEV & KARABELL

2127285950;

WORKSV1 printed Image 800229C1 on Nov 11 05:00PM
11/11/99 17:34; JntFax #91; Page 5

**CERTIFICATE OF MERGER
OF
FRAGRANCE IMPRESSIONS LIMITED
INTO TRISTAR USA, INC.**

Under Section 252 of the General Corporation Law of the State of Delaware, Tristar USA, Inc. hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
 - a. Fragrance Impressions Limited, a Connecticut corporation
 - b. Tristar USA, Inc., a Delaware corporation
2. An Plan of Merger and Acquisition Agreement has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Fragrance Impressions Limited in accordance with the laws of the state of its incorporation and by Tristar USA, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Tristar USA, Inc., which will continue its existence as said surviving corporation under the name Tristar USA, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Tristar USA, Inc. shall be the Certificate of Incorporation of the surviving corporation until thereafter changed or amended as provided therein or by applicable law.
5. The executed Plan of Merger and Acquisition Agreement between the aforesaid constituent corporations is on file at the principal place of business of the surviving corporation at 12500 San Pedro Avenue, Suite 500, San Antonio, TX 78216.
6. A copy of the Plan of Merger and Acquisition Agreement will be furnished by the surviving corporation on request and without cost to any stockholder of Fragrance Impressions Limited or Tristar USA, Inc.
7. The authorized capital stock of the non-surviving corporation, which is incorporated under the laws of the State of Connecticut, is 20,000 shares of common stock, \$1.00 par value.

596370.1

02/23/00 WED 12:47 [TX/RX NO 5362]

**TRADEMARK
REEL: 002038 FRAME: 0180**

02/23/00 12:52 2104022216

TRISTAR ADMIN.

004

2-22-00; 3:43PM; FULBRIGHT & JAWORSKI

;210 270 7205

4/ 8

11-11-99; 5:51PM; FULBRIGHT & JAWORSKI

;001 210 270 7205

* 6/ 75

No Transmission Information Available for '6009371' WORKSHEET printed image 800229C1 on Nov 11 05:00PM
Sent by: O'BULLIVAN GRAEV & KARABELL 2127285950; 11/11/99 17:34; JetFax #91; Page 5

IN WITNESS WHEREOF, Tristar USA, Inc. has caused this certificate to be signed by its
Executive Vice President on the 10th day of November 1999

TRISTAR USA, INC.

By: Robert M. Viola
Robert M. Viola
Executive Vice President



02-24-2000

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #70

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

NOVEMBER 12, 1999

CT CORPORATION SYSTEM
ONE COMMERCIAL PLAZA
HARTFORD, CT 06103-3597

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

TRISTAR USA, INC.

Work Order Number: 1999165314-001
Business Filing Number: 0002039980
Type of Request: CERTIFICATE OF MERGER
File Date/Time: NOV 12 1999 12:29 PM
Effective Date/Time: NOV 12 1999 12:29 PM
Work Order Payment Received: 55.00
Payment Received: 55.00
Account Balance: 8659.89
Customer Id: 007625
Business Id: 0633913

If applicable for this type of request, a summary of the business information we have on record is enclosed.

If you would like copies of this filing you must complete a Request for Corporate Copies and submit it with the appropriate fee.

SUSAN LOGATTO
Commercial Recording Division
860-509-6003

11-12-99; 8:19AM; FULBRIGHT & JAWORSKI

FILING #002039980 PG 01 OF 68 VOL B-00300
FILED 11/12/1999 12:29 PM PAGE 01681
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

No Transmission Information Available for 'ED09371'
Sent by: O'SULLIVAN GRAEV & KARABELL 212728595C

**CERTIFICATE OF MERGER
STATE OF CONNECTICUT**

FRAGRANCE IMPRESSIONS LIMITED
a Connecticut Corporation

and

TRISTAR USA, INC.
a Delaware Corporation

1. The corporations which are parties to the merger are:
Fragrance Impressions Limited, a Connecticut corporation
and Tristar USA, Inc., a Delaware corporation.
2. The surviving corporation is Tristar USA, Inc. The name
of the surviving corporation is Tristar USA, Inc.
3. The Plan of Merger entitled "Plan of Merger and
Acquisition Agreement, Dated Effective November , 1999, by and
among Tristar Corporation, Tristar USA, Inc. and Fragrance
Impressions Limited" is attached hereto and made a part hereof.
4. The merger shall be effective upon filing of this
certificate of merger with the secretary of the state of the state
of Connecticut.
5. The merger was approved by the Board of Directors and
Shareholders of Fragrance Impressions Limited. All issued and
outstanding shares of common stock were entitled to vote on the
merger. The number of shares entitled to vote was 16,795. The
number of shares required for approval was 11,197. The number of
shares voted in favor of the merger was 16,795.
6. The merger was approved by the Board of Directors and
Shareholders of Tristar USA, Inc. All issued and outstanding
shares of common stock were entitled to vote on the merger. The
number of shares entitled to vote was 1,000. The number of shares
required for approval was 501. The number of shares voted in
favor of the merger was 1,000.

02/23/00 12:53 2104022216
2-22-00; 3:43PM; FULBRIGHT & JAWORSKI

TRISTAR ADMIN.

;210 270 7205

007
7/ 8

11-12-99; 8:19AM; FULBRIGHT & JAWORSKI

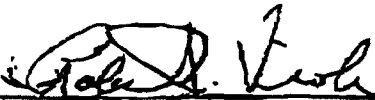
FILING #0002039980 PG 02 OF 68 VOL B-00300
FILED 11/12/1999 12:29 PM PAGE 01682
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

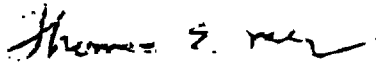
No Transmission Information Available for 'ED09371'
Sent by: O'SULLIVAN GRAEV & KARABELL 212728595

In Witness Whereof, Fragrance Impressions Limited and Tristar USA, Inc. have caused this certificate to be signed by its duly authorized agents on the 10th day of November, 1999.

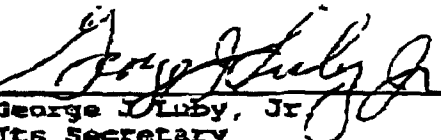
TRISTAR USA, INC.

FRAGRANCE IMPRESSIONS LIMITED

By 
Robert M. Viola
Its Exec. Vice President
Duly Authorized

By 
Thomas E. McCann
Its President
Duly Authorized

FRAGRANCE IMPRESSIONS LIMITED

By 
George J. Luby, Jr.
Its Secretary
Duly Authorized

11-12-99; 5:19AM; FULBRIGHT & JAWORSKI

FILING #0002039980 PG 03 OF 68 VOL B-00300
FILED 11/12/1999 12:29 PM PAGE 01683
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

No Transmission Information Available for 'ED09571'
sent by: O'SULLIVAN GRAEV & KARABELL 2127285951

PLAN OF MERGER AND ACQUISITION AGREEMENT

DATED EFFECTIVE NOVEMBER 1, 1999

BY AND AMONG

TRISTAR CORPORATION.

TRISTAR USA, INC., AND

FRAGRANCE EMPRESSIONS LIMITED

590380.2