

4.14.02

05-08-2000

Form PTO 1594  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)



U.S. Dept. of Commerce  
Patent and Trademark Office

To the Honorable Commissioner of P.  
copy thereof.

101349395

attached original documents or

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  
 Individual(s)  Association  
 General Partnership  Ltd Partnership  
 Corporation-State of Delaware  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving party(ies):  
Name: PHILIPS ELECTRONICS NORTH AMERICA CORPORATION  
Internal Address: \_\_\_\_\_  
Street Address: 1251 Avenue of the Americas  
City: New York State: NY Zip: 10020-1104  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State of Delaware  
 Other \_\_\_\_\_  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Destinations must be a separate document from Assignment)  
Additional names(s) & Address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: December 1, 1995  
(effective on December 31, 1995)

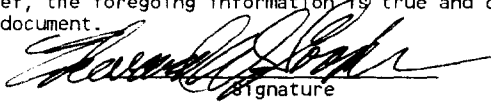
4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) \_\_\_\_\_  
B. Trademark Registration No.(s) 1,577,404 (SMART. VERY SMART.)  
Additional Numbers Attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Philips Electronics North America Corporation  
Internal Address: \_\_\_\_\_  
Street Address: 580 White Plains Road  
City: Tarrytown State: NY Zip: 10591

6. Total number of applications and registrations involved: 1  
7. Total fee (37 CFR 3.41) ...\$ 40.00  
 Enclosed  Authorized to Deposit Account  
8. Deposit Account Number: 14-1270  
(Attach duplicate copy of this page paying by deposit account)

05/08/2000 BCORTES 00000252 141270 1577404  
01 FC:481 40.00 CH

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.  
EDWARD W. GOODMAN  April 7 2000  
Name of Person Signing Signature Date  
Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK  
REEL: 002067 FRAME: 0543

Office of the Secretary of State

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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

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."

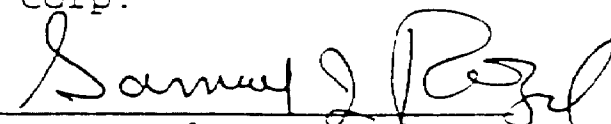
THIRD: This Certificate of Ownership and Merger shall not be effective until 5:00 p.m., New York time, December 31, 1995.

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

Date: December 1, 1995

FGP Corp.

By:



Name: Samuel J. Rozel

Title: Senior Vice  
President

NY12528\38451.3

RECORDED: 04/14/2000

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