

06-27-2000



FORM PTO-1594

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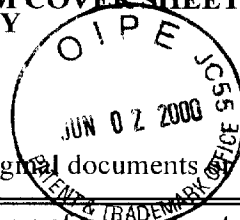
Docket No. 10/RRP/T2381

6-1-00

**CORRECTED RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

Post Office Box 7068
Pasadena, CA 91109-7068



Commissioner of Patents and Trademarks: Please record the attached original documents and a copy thereof:

<p>1. Name of conveying party(ies): Joshua Meier Corp.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other <input checked="" type="checkbox"/> Exists Under Laws of Delaware</p> <p>Additional name(s) of conveying party(ies) attached: NO</p>	<p>2. Name and address of receiving party(ies): Name: Centis Consumer Products Inc. Street Address: 777 Terrace Avenue, Hasbrouck Heights, New Jersey 07604</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 <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of Delaware</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? NO</p>
<p>3. Name of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: October 31, 1999</p>	
<p>4. A. Trademark Application No.(s) 75/561439 (SLIDE-SHO) 75/601631 (CRAZY COVERS)</p>	<p>4. B. Trademark Registration No.(s) 0710097 (VISI/BELLE) 0711243 (VPD) 0733973 (MAGA-SEEN) 0773681 (VYPRIN) 0786185 (STIK-EESE) 1961711 (JM) 2237777 (COOL MOVES) 2239759 (COOL POCKETS) 2283367 (SKAN-A-PAGE) 2315944 (FLIP FILES)</p> <p>Additional numbers attached? NO</p>
<p>5. Please return the recorded document and address all correspondence to: CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Russell R. Palmer, Jr.</p>	<p>6. Total number of applications or registrations involved..... 12</p> <p>7. <input type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	
<p>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.</p> <p>Date: June 1, 2000</p> <p>By <u><i>Russell R. Palmer, Jr.</i></u> 315 E</p> <p>Name: Russell R. Palmer, Jr. 626/795-9900</p> <p>Total number of pages including cover sheet, attachments, and document: 5</p>	

State of Delaware
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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "CENTIS CONSUMER PRODUCTS INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "JOSHUA MEIER CORP." TO "CENTIS CONSUMER PRODUCTS INC.", FILED THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

0857423 8100X

001197502

AUTHENTICATION: 0388308

DATE: 04-18-00

TRADEMARK
REEL: 002092 FRAME: 0538

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
JOSHUA MEIER CORP.

Joshua Meier Corp. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law") hereby certifies as follows:

(a) The name of the Corporation is Joshua Meier Corp. The original Certificate of Incorporation was filed by the Corporation with the Secretary of State of Delaware on July 20, 1978. The original Certificate of Incorporation was subsequently amended.

(b) This Amended and Restated Certificate of Incorporation (this "Certificate of Incorporation"), which restates and integrates and further amends the original Certificate of Incorporation, as amended, was duly adopted in accordance with the provisions of Section 242 and 245 of the General Corporation Law, and was approved by the written consent of the sole stockholder of the Corporation given in accordance with the provisions of Section 228 of the General Corporation Law.

The Certificate of Incorporation, as amended, is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the corporation is:

CENTIS CONSUMER PRODUCTS INC.

SECOND: The address of its registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is One Thousand (1,000), and the par value of each of such shares is One Dollar (\$1.00), amounting in the aggregate to One Thousand Dollars (\$1,000.00) of capital stock.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and for defining and regulating the powers of the corporation and its directors and stockholders and are in furtherance and not in limitation of the powers conferred upon the corporation by statute:

- (a) The election of directors need not be by written ballot.
- (b) The Board of Directors shall have the power and authority:
 - (1) to adopt, amend or repeal by-laws of the corporation, subject only to such limitation, if any, as may be from time to time imposed by law or by the by-laws; and
 - (2) to the full extent permitted or not prohibited by law, and without the consent of or other action by the stockholders, to authorize or create mortgages, pledges or other liens or encumbrances upon any or all of the assets, real, personal or mixed, and franchises of the corporation, including after-acquired property, and to exercise all of the powers of the corporation in connection therewith; and
 - (3) subject to any provision of the by-laws, to determine whether, to what extent, at what times and places and under what conditions and regulations the accounts, books and papers of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or paper of the corporation except as conferred by statute or authorized by the by-laws or by the Board of Directors.

SEVENTH: No director of the corporation shall be personally liable to the corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time by applicable law, this Article Seventh shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable law, (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the

director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

Signed this 31st day of October, 1999.



John K. Kidwell, Chief Executive
Officer