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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



6-15-00

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To the Honorable Commissioner of Pat.

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ched original documents or copy thereof.

1. Name of conveying party(ies):
CHASE BROUGHN HIRSHONDS IN 10/07.
33 BENEDICT PL
GREENWICH, CT 06830

- Individual(s)
- General Partnership
- Corporation-State of NEW YORK
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/31/89

2. Name and address of receiving party(ies)

Name: CONORCO, INC.
Internal Address: 33 BENEDICT PL
Street Address: 33 BENEDICT PL
City: GREENWICH State: CT ZIP: 06830

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of NEW YORK
- Other

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No

(Designations must be a separate document from assignment)

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,599,689

Additional numbers attached? Yes No

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

Name: ROWENA S. DELEON
Internal Address: UNILEVER HPC-USA
Street Address: 33 BENEDICT PLACE
City: GREENWICH State: CT ZIP: 06836

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40 -

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

21-0043

(Attach duplicate copy of this page if paying by deposit account)

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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.

ROWENA S. DELEON
Name of Person Signing

Rowena S. DeLeon
Signature

6/15/00
Date

Total number of pages including cover sheet, attachments, and document: 8

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

TRADEMARK
REEL: 002104 FRAME: 0577

TRADEMARK

CERTIFICATE OF CORRECTION OF
CERTIFICATE OF MERGER

OF

CONOPCO, INC.

INTO

CHESEBROUGH-POND'S INC.

UNDER SECTION 105 OF THE BUSINESS CORPORATION LAW

We, the undersigned, M.H. Kurtz and K.C. Leonard, being respectively the Vice President and an Assistant Secretary of Conopco, Inc., a New York corporation formerly called Chesebrough-Pond's Inc. (hereinafter called "the Company"), pursuant to Section 105 of the Business Corporation Law, hereby certify:

FIRST: Pursuant to Section 904 of the Business Corporation Law, a Certificate of Merger of CONOPCO, Inc., a Maine corporation, into Chesebrough-Pond's Inc. (the "Certificate of Merger") was filed by the Department of State of the State of New York on December 28, 1989. The merger became effective on December 31, 1989, with Chesebrough-Pond's Inc. being the surviving corporation and its name being changed in the merger to Conopco, Inc.

SECOND: The Certificate of Merger was incorrect since it contained an incomplete statement of the amendments to the Restated Certificate of Incorporation of the Company to be effected by the merger as required by Section 904(a)(1) of the Business Corporation Law. In addition, the Certificate of Merger stated incorrectly that the holders of the Class B Stock of CONOPCO, Inc. were not entitled to vote on the merger. The holders of the Class B Stock of CONOPCO, Inc. were entitled to vote on the merger and prior to the effective time of the merger unanimously approved the merger.

THIRD: Section SECOND of the Certificate of Merger is hereby corrected to read as follows:

The surviving corporation is Chesebrough and, pursuant to the merger, Articles 1 and 3 of the Restated

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Certificate of Incorporation of the Company shall be amended as follows:

(a) Article 1 of such ~~Restated~~ Certificate of Incorporation shall be amended to read in its entirety as follows:

The name of the Corporation is ~~Conopco, Inc.~~

(b) Article 3 of such ~~Restated~~ Certificate of Incorporation shall be amended to read in its entirety as follows:

The authorized capital stock of this Corporation shall consist of 200,000 shares of Class A Common Stock, each of par value of \$1.00, and 50,000 shares of Class B Common Stock, each of the par value of \$5.00.

The powers, preferences and rights of, and the qualifications, limitations or restrictions thereon, the Class A Common Stock and the Class B Common Stock are as follows:

(i) (a) Out of any funds of the Corporation at any time legally available for the declaration of dividends (such funds being hereinafter referred to as "surplus or net profits"), the holders of shares of Class A Common Stock shall be entitled to receive such dividends, if any, as may from time to time be declared by the Board of Directors of the Corporation, whether payable in cash, property or stock and (b) out of any funds generated by the Thomas J. Lipton division of the Corporation, for which separate books of account and financial statements shall be prepared (the "Division"), at any time legally available for the declaration of dividends, the holders of shares of Class B Common Stock shall be entitled to receive a dividend per share of \$58.27, subject to adjustment to reflect the results of operations of the Division, payable twice yearly at such times as shall be determined by the Board of Directors of the Corporation.

(ii) (a) Upon any voluntary or involuntary liquidation, dissolution, winding up or distribution of the assets of the Corporation by way of a return of capital, (1) the holders of shares of Class A Common Stock shall be entitled to share ratably in the assets of the Corporation remaining after the satisfaction of all valid obligations of the Corporation (other than the assets of the Division) according to the number of shares of Class A Common Stock held by each, and (2) the holders of shares of Class A Common Stock and Class B Common Stock shall be entitled to share ratably in the assets of the Division remaining after the satisfaction of all valid obligations of the Corporation according to the number of shares of Class A Common Stock and Class B Common Stock held by each, provided that each share of Class B Common Stock shall be deemed to be equal to one thousand five hundred four thousandths (.1504) of one share of Class A Common Stock.

(b) No merger or consolidation of the Corporation with or into another corporation, and no sale, lease or other transfer of all or any of the assets of the Corporation, which shall not in effect result in the liquidation of the enterprise and distribution of assets to stockholders, shall be deemed to be a liquidation, dissolution, winding up or distribution of assets of the Corporation within the meaning of this clause (ii).

(iii) Except as otherwise expressly provided by the laws of the State of New York, the holders of record of shares of Class A Common Stock shall exclusively possess voting power for the election of directors and for all other purposes, and the holders of record of shares of Class B Common Stock shall not be entitled to vote for the election of directors or for any other purpose. On all matters, including the election of directors, to be voted upon by holders of record of shares of Class A Common Stock, each of the holders of record

of shares of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock standing in his name on the books of the Corporation.

(iv) Neither the holders of shares of Class A Common Stock nor the holders of shares of Class B Common Stock shall have any preemptive right to subscribe for any shares of stock of any class of the Corporation now or hereafter authorized, or for any securities convertible into or carrying optional rights to purchase or subscribe for shares of stock of any class of the Corporation now or hereafter authorized. No provision contained in clauses (i) through (v), inclusive, hereof shall be deemed to deny to the Board of Directors the right, in its discretion, to grant to the holders of shares of any class of stock at the time outstanding the right to purchase or subscribe for shares of stock of any class, or any other securities, of the Corporation, now or hereafter authorized, at such prices and upon such other terms and conditions as the Board of Directors in its discretion may fix.

(v) The authorized shares of Class B Common Stock, whether previously unissued shares or shares which shall have been issued and subsequently reacquired by the Corporation, may be issued only upon the due exercise of options granted to employees of the Division pursuant to the Thomas J. Lipton Company Non-Qualified Stock Option Plan and each person to whom such shares of Class B Common Stock are issued shall enter into an agreement with the Corporation providing for the repurchase thereof by the Corporation at such time or times, under such conditions and at such price or prices as shall be set forth in such form or forms of repurchase agreements as shall be approved from time to time by the Board of Directors of the Corporation or a duly constituted committee thereof.

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FOURTH: Section FOURTH of the Certificate of Merger is hereby corrected to read as follows:

The designation of the two classes of outstanding shares of CONOPCO is as follows:

(i) Common Stock, par value \$100.00 per share. The total number of such shares outstanding is 650,000. Each share is entitled to one vote.

(ii) Class B Stock, par value \$5.00 per share. The total number of shares outstanding is 3,940. Such shares are entitled to vote on the merger, with each share having one vote.

FIFTH: Section SEVENTH of the Certificate of Merger is hereby corrected to read as follows:

An Agreement and Plan of Merger dated as of December 31, 1989 between CONOPCO and Chesebrough was approved by unanimous written consent of the Board of Directors of CONOPCO. Said Agreement and Plan of Merger was thereafter submitted (i) to the sole holder of CONOPCO's Common Stock and was approved and adopted by written consent of such holder and (ii) to the holders of CONOPCO's Class B Stock and approved and adopted by the unanimous written consents of such holders.

IN WITNESS WHEREOF, this Certificate of Correction of Certificate of Merger has been signed on this 20th day of March, 1990, and the statements contained herein are affirmed as true under penalty of perjury.

Conopco, Inc., a New York corporation, on behalf of itself and as surviving corporation to CONOPCO, Inc., a Maine corporation

By M.H. Kurts
M.H. Kurts
Vice President

By K.C. Leonard
K.C. Leonard
Assistant Secretary

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CERTIFICATE OF CORRECTION OF

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 29 1990

CERTIFICATE OF MERGER

AMT. OF CHECKS
FILING FEES
TAXS
COUNTY FEES
COPIES
CERTS
REFUNDS
SPEC HANDLES

OF

CONOPCO, INC.

INTO

CHESEBROUGH-POND'S INC.

(Under section 105 of the Business Corporation Law)

BY: *[Signature]*

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en 2/26

12/28/89 effective 12/31/89

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DEC 12 94

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BILLED

White & Case
1155 Avenue of the Americas
New York, NY 10036

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State of New York }
Department of State } ss:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

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Secretary of State

DOS-200 (12/87)