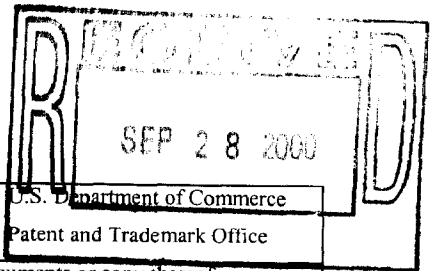


10-20-2000



101493420
TRADEMARKS ONLY



9-28-00 RE

ET

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

1. Name and address of conveying party(ies):

Name: Kellogg Brush Manufacturing, Co.
 Address: 122 Pleasant Street
Easthampton, Mass.

Individual Association
 General Partnership Limited Partnership
 Corporation, State of Massachusetts
 Other: _____

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

2. Name and address of receiving party(ies):

Name: EKCO Cleaning, Inc.
 Address: c/o World Kitchen, Inc.
9234 W. Belmont Ave.
Chicago, Ill. 60131

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation, State of Massachusetts
 Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) of receiving party(ies) attached?
 Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: 2/11/1998

4. Application Number(s) or Registration Number(s):

A. Trademark Application Number(s):
 Additional numbers attached? Yes No

B. Trademark Registration Number(s):

810,130
1,978,465
2,053,868

Additional numbers attached? Yes No

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

Name: Barbara Friedman
 Address: McCutchen, Doyle, Brown & Enersen
Three Embarcadero Center
San Francisco, California 94111

6. Total applications and registrations involved: 3

7. Total fee (37 C.F.R. § 3.41) \$40.00 1st mark; \$25 each subsequent mark: \$90.00

Enclosed
 Authorized to be charged to deposit account.
 The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to deposit Account Number 50-0664.

8. Deposit Account Number: 50-0664

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.

Barbara Friedman Barbara Friedman 9-27-00
 Name Signature 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 and Trademarks
 Box Assignments
 Washington, D.C. 20231

40.00 DP
 50.00 DP
 10/19/2000 DEYRNE 0000066 810130
 01 FC:461
 02 FC:482

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Printer

Name Approved

We, Donato A. DeNovellis, ~~President~~ Vice President,

and John J. Althoff, ~~Clerk~~ Assistant Clerk,

of KELLOGG BRUSH MANUFACTURING CO.
(Exact name of corporation)

located at 122 Pleasant Street, Easthampton, Massachusetts
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

1

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on February 11, 1998, by vote of:

100,000 shares of Common Stock of 100,000 shares outstanding,
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding,
(type, class & series, if any)

~~being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:~~

CORPORATION DIVISION
98 MAR -5 PM 4:00
SECRETARY OF THE COMMONWEALTH

*Delete the inapplicable words. **Delete the inapplicable clause.
1 For amendments adopted pursuant to Chapter 156B, Section 70.
2 For amendments adopted pursuant to Chapter 156B, Section 71.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

C
P
M
R.A.

P.C.

change the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

Not Applicable.

The total presently authorized is:

| WITHOUT PAR VALUE STOCKS | | WITH PAR VALUE STOCKS | | |
|--------------------------|------------------|-----------------------|------------------|-----------|
| TYPE | NUMBER OF SHARES | TYPE | NUMBER OF SHARES | PAR VALUE |
| Common: | | Common: | | |
| | | | | |
| Preferred: | | Preferred: | | |
| | | | | |

Change the total authorized to:

| WITHOUT PAR VALUE STOCKS | | WITH PAR VALUE STOCKS | | |
|--------------------------|------------------|-----------------------|------------------|-----------|
| TYPE | NUMBER OF SHARES | TYPE | NUMBER OF SHARES | PAR VALUE |
| Common: | | Common: | | |
| | | | | |
| Preferred: | | Preferred: | | |
| | | | | |

The name of the Corporation is hereby changed to:

EKCO CLEANING, INC.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: Not Applicable

SIGNED UNDER THE PENALTIES OF PERJURY, this 11th day of February, 19 98

Amato P. Schiavelli

~~President~~ Vice President.

[Signature]

~~Clerk~~

*Delete the inapplicable words.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in
the amount of \$ _____ having been paid, said articles are deemed
to have been filed with me this _____ day of _____
19 _____ .

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Ekco Cleaning, Inc.
c/o: Ekco Group, Inc.
98 Spit Brook Road, Suite 102
Nashua, New Hampshire 03062
Attention: Linda R. Millman

[File 1 executed original]

FOREIGN CORPORATION CERTIFICATE OF AMENDMENT
OF APPLICATION FOR LICENSE
(Under Section 1703.08, Ohio Revised Code)

To the Secretary of State
of the State of Ohio

Kellogg Brush Manufacturing Co. (the "corporation"), a corporation incorporated under the laws of Massachusetts, hereby certifies that its charter has been amended so that information in its Application for License, as heretofore amended, is hereby modified as follows (if any item is "not applicable", so indicate):

1. The name of the corporation has been changed to:

EKCO CLEANING, INC.

2. The state or country of incorporation of the corporation has been changed by domestication or similar procedure to: N/A

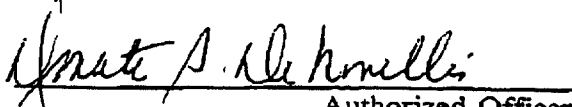
3. The street address of the corporation's principal office, wherever located, has been changed to (include ZIP Code): N/A

4. The brief but specific description of the purposes which the corporation will exercise in the State of Ohio is changed to read as follows: N/A

5. The total number of shares of stock which the corporation currently has authorized has been changed to N/A

This Certificate of Amendment of Application for License was adopted in accordance with the provisions of the charter, bylaws, and governing statute of the corporation. The information as herein modified supersedes the corresponding information currently on file in the Office of the Secretary of State of the State of Ohio.

Signed on February 11, 1998.



, Authorized Officer

OII F-FOREIGN CORPORATION CERTIFICATE OF AMENDMENT OF APPLICATION FOR LICENSE 10/97 (ORAMENDM)

OHIO

AMENDMENT - If name, state or country of incorporation, street address of principal office, specific Ohio purposes, or total number of authorized shares is changed, file Foreign Corporation Certificate of Amendment of Application for License (unofficial form) - \$50. If name is changed, corporation *may* also file a certified copy of this form with county recorder of any Ohio county.

MINFO XX BC F-AMENDMENT+MERGER FILING FEES 07/97-1

SEP 22 '00 10:58

RECORDED: 09/28/2000

TRADEMARK
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