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101498906

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

1. Name of conveying party(ies):

CONOPCO, INC.  
(Maine corp.)  
390 Park Avenue  
New York, NY 10022

9-1-00

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State MAINE
- Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)

Name: Conopco, Inc. ( NY corp.)

Internal Address: 390 Park Avenue

Street Address: 390 Park Avenue

City: New York State: NY ZIP: 10022

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

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

(Designations must be a separate document from assignment)

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other MERGER & CHANGE OF NAME

Execution Date: MARCH 20, 1990

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: 4th floor

UNILEVER HPC

Street Address: 33 Benedict Place

City: Greenwich State: CT ZIP: 06830

6. Total number of applications and registrations involved: ..... 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-1595

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

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.

ROWENA S. DELEON

Name of Person Signing

Signature

SEPTEMBER 1, 2000

Date

7

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

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

TRADEMARK

REEL: 002163 FRAME: 0273

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:

(1) (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

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*

NOV 4 - 1993



*Secretary of State*

DOS-200 (12/87)