

2/7/01
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To the Honorable Commissioner of Patents and Trademarks, I hereby transmit enclosed original documents or copy thereof.

1. Name of conveying party(ies): **Selfix-Seymour Housewares Corporation**

- Individual(s)
- General Partnership
- Corporation-State (DE)
- 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: August 27, 1999

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

Name: Home Products International - North America, Inc.
 Internal Address: _____
 Street Address: 4501 W. 47th Street
 City: Chicago State: IL ZIP: 60632

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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) & address(es) attached? Yes No

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 ASSIGNMENT SERVICES
 DIVISION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **2,155,343**

Additional numbers attached? Yes No

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

Name: Jason A. Cohen, Esq.
 Internal Address: Simpson Thacher & Bartlett
 Street Address: 425 Lexington Avenue
 City: New York State: New York ZIP: 10017

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:

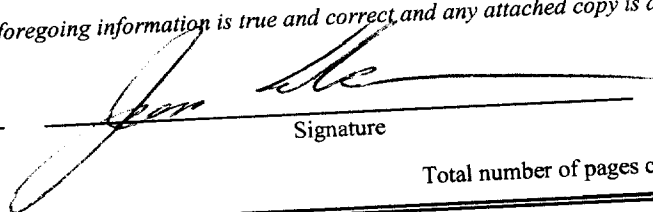
(Attached duplicate copy of this page if paying by deposit account)

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.

Jason A. Cohen, Esq.
Name of Person Signing


Signature

2/6/2001
Date

Total number of pages comprising cover sheet: 4

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

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SELFIX-SEYMOUR HOUSEWARES CORPORATION**

Selfix-Seymour Housewares Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("Corporation"),

DOES HEREBY CERTIFY:

FIRST: That by the written consent of the sole Director of the Corporation a resolution was duly adopted setting forth a proposed amendment to the Corporation's Certificate of Incorporation, declaring said amendment to be advisable and calling a special meeting of the sole Stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Corporation's Certificate of Incorporation be amended by changing **ARTICLE FIRST** thereof so that, as amended, said **ARTICLE FIRST** shall be and read as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is:

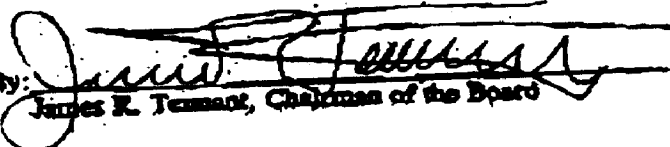
HOME PRODUCTS INTERNATIONAL - NORTH AMERICA, INC.

SECOND: That thereafter, said amendment was duly adopted by the written consent of the sole Stockholder in accordance with the provisions of Section 228(a) of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 228(a) and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Selfix-Seymour Housewares Corporation has caused this Certificate to be signed by James R. Tennant, its Chairman of the Board, this 27th day of August, 1999.

SELFIX-SEYMOUR HOUSEWARES CORPORATION

By: 
James R. Tennant, Chairman of the Board

State of Delaware
Office of the Secretary of State

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 ON FILE OF "HOME PRODUCTS INTERNATIONAL - NORTH AMERICA, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF MAY, A.D. 1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE TWENTIETH DAY OF MAY, A.D. 1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF JULY, A.D. 1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1988, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF JUNE, A.D. 1995, AT 10 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE THIRTEENTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "SEFIX, INC."



Edward J. Freel

 Edward J. Freel, Secretary of State

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001051855

AUTHENTICATION: 0232151
 DATE: 02-02-00

TRADEMARK
 REEL: 002231 FRAME: 0744

State of Delaware
Office of the Secretary of State

TO "SELFIX-SEYMOUR HOUSEWARES CORPORATION", FILED THE
TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM
"SELFIX-SEYMOUR HOUSEWARES CORPORATION" TO "HOME PRODUCTS
INTERNATIONAL - NORTH AMERICA, INC.", FILED THE TWENTY-NINTH DAY
OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-THIRD DAY OF
DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF
DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

2126625 8100H

001051855

AUTHENTICATION: 0232151

DATE: 02-02-00

RECORDED: 02/07/2001

TRADEMARK
REEL: 002231 FRAME: 0745