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2.5.01

February 7, 2001

02-16-2001



101615536

Director - U.S. Patent and Trademark Office
Box Assignments
Washington, D.C. 20231

Re: Recordal of Change of Name of
General Housewares Corp.
Matter No. 520400

Sir:

Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

General Housewares Corp.

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

World Kitchen (GHC), Inc.
P.O. Box 1555
Elmira, New York 14902-1555

3. Nature of Conveyance: Certificate of Amendment of "General Housewares Corp.", changing its name from "General Housewares Corp." to "World Kitchen (GHC), Inc."

Date of execution: October 6, 2000

4. This Certificate of Amendment is being filed in respect to registration no. 1,635,982, issued February 26, 1991 for the trademark AMERICAN PRIDE.

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

02/16/2001 DBYRNE 00000049 1635982

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ATLANTA BOSTON CHICAGO HOUSTON LOS ANGELES NEW YORK SACRAMENTO SAN FRANCISCO WASHINGTON, D.C. BRUSSELS

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February 7, 2001
Page 2

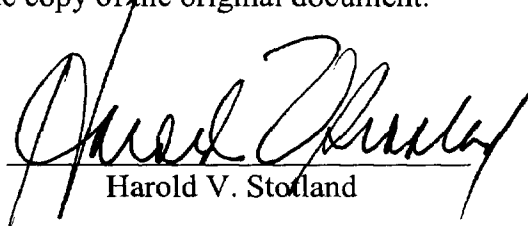
Harold V. Stotland
Seyfarth Shaw
42nd Floor
55 East Monroe Street
Chicago, Illinois 60603-5803

6. Total number of registrations involved: 1.
7. Total fee enclosed (37 CFR 1.21(h)): \$ 40.00
8. Please charge any additional fees or credit any overpayment to Deposit Account No. 19-1351.
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.

Date:

2/7/01


Harold V. Stotland

Total Number of Pages Including Cover Sheet, Attachments and Document: 5

#10111752

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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GENERAL HOUSEWARES CORP.", CHANGING ITS NAME FROM "GENERAL HOUSEWARES CORP." TO "WORLD KITCHEN (GHC), INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 2000, AT 2:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0721366

0658120 8100

001504758

DATE: 10-06-00

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GENERAL HOUSEWARES CORP.**

GENERAL HOUSEWARES CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, adopted a resolution by unanimous written consent proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the Article 1 thereof so that, as amended, said Article shall be and read as follows:

"1. The name of the Corporation is WORLD KITCHEN (GHC), INC."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

* * * * *

Doc. No.: 507424


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CT CORPORATION SYSTEM

OCT-05-2000 14:25

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Certificate of Incorporation, this 30th day of June, 2000.

GENERAL HOUSEWARES CORP.

By: 
Name: Raymond J. Kulla
Its: Vice President and Secretary

Doc. No.: 507424