

08-31-2001

Trademark
01941-A0049A SPM




IN THE UNITED

101830761

MARK OFFICE

8-29-01

Assignor	CEP Holdings, Inc.
Assignee	J.B. Williams Company, Inc.
Application No.	<u>75/213,621</u>
Registration Nos.	383,155 662,139 2,086,261 2,410,917 398,185 2,123,651  2,169,076 2,211,082 2,277,867 1,933,923 846,590 2,152,421

Box Assignment
Assistant Commissioner for Trademarks
Washington, DC 20231

Merger Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.


1. Name of conveying parties. CEP Holdings, Inc.
2. Name and Address of Receiving Party. J.B. Williams Company, Inc.; 65 Harristown Road, Glen Rock, NJ 07452.
3. Nature of Conveyance: Merger Execution Date: August 1, 2001
4. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Stephen P. McNamara, Registration No. 32,745
Attorney for Applicant
ST. ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

08/31/2001 6TON11 00000061 75213621
01 FC:481 40.00 01
02 FC:482 300.00 02

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment; Commissioner of Patents and Trademarks; Washington, DC 20231.

August 27, 2001


Danielle Dominici

5. Application/Registration Numbers: 75/213,621 383,155 662,139 2,086,261
2,410,917 398,185 2,123,651 2,169,076 2,211,082 2,277,867 1,933,923
846,590 2,152,421
6. Total Number of Application(s)/Registration(s) Involved: 13
7. Total Fee (37 CFR 3.41). \$340.00 due.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 11. To the best of my knowledge and belief, the foregoing information is true and correct.

Respectfully submitted,



Stephen P. McNamara, Registration No. 32,745
Attorney for Applicant
ST. ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AFTER SHAVE PRODUCTS, INC.", A DELAWARE CORPORATION,

"CEP HOLDINGS, INC.", A DELAWARE CORPORATION,

"HAIR CARE PRODUCTS, INC.", A DELAWARE CORPORATION,

"JBW SUB, INC.", A DELAWARE CORPORATION,

"MADISON TRADER COMPANY", A DELAWARE CORPORATION,

"PRE-SHAVE PRODUCTS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "J.B. WILLIAMS COMPANY, INC." UNDER THE NAME OF "J.B. WILLIAMS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF AUGUST, A.D. 2001, AT 10:03 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1274472

2199298 8100M

010375026

DATE: 08-01-01

TRADEMARK

REEL: 002359 FRAME: 0700

J.B. Williams Company, Inc. (DE.DOM.) Merging: JBW Sub, Inc. (DE.DOM.) 3420034, Pre Shave Products, Inc. (DE) 2322546, After Shave Products, Inc. (DE) 2322578, CEP Holdings, Inc. (DE) 2359176, Hair Care Products, Inc. (DE) 2322579 & Madison Trader Company (DE.) 2399704

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
JBW SUB, INC., PRE-SHAVE PRODUCTS, INC.,
AFTER SHAVE PRODUCTS, INC., CEP HOLDINGS, INC.,
HAIR CARE PRODUCTS, INC. AND MADISON TRADER COMPANY
WITH AND INTO
J.B. WILLIAMS COMPANY, INC.**

Pursuant to §§ 103 and 253(a) of the General Corporation Law of the State of Delaware:

J.B. Williams Company, Inc., a Delaware corporation (the "Corporation") does hereby certify:

FIRST: The names and states of incorporation of each business entity of this merger (the "Constituent Corporations") are as follows:

JBW Sub, Inc. - Delaware
Pre-Shave Products, Inc. - Delaware
After Shave Products, Inc. - Delaware
CEP Holdings, Inc. - Delaware
Hair Care Products, Inc. - Delaware
Madison Trader Company - Delaware

J.B. Williams Company, Inc. - Delaware

SECOND: Each of the Constituent Corporations, other than the Corporation, is a wholly-owned subsidiary of the Corporation (collectively, the "Wholly-Owned Subsidiaries").

THIRD: A Unanimous Written Consent of the Board of Directors of the Corporation, dated August 1, 2001, a copy of which is attached hereto as Exhibit A, authorizing the merger of each of the Wholly-Owned Subsidiaries with and into the Corporation, with the Corporation as the surviving corporation (the "Surviving Corporation"), has been approved, adopted, certified, executed and acknowledged by the Corporation in accordance with Section 253(a) of the General Corporation law of the State of Delaware.

FOURTH: The name of the Surviving Corporation following the merger is J.B. Williams Company, Inc.

FIFTH: The certificate of incorporation of the Corporation following the merger is the certificate of incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed in its corporate name this 1st day of August, 2001.

J.B. WILLIAMS COMPANY, INC.

By: /s/Dario U. Margve
Dario U. Margve, President and CEO

EXHIBIT A

**UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
J.B. WILLIAMS COMPANY, INC.
(formerly Brynwood Apparel, Inc.)**

The undersigned, constituting all of the members of the Board of Directors (the "Board") of J.B. Williams Company, Inc., a Delaware corporation (the "Corporation"), hereby consent to the adoption of the following resolutions as duly authorized valid corporate action pursuant to the provisions of Sections 141(f) and 253 of the Delaware General Corporation Law (the "Act") and waive any and all notice with respect thereto:

WHEREAS, each of JWB Sub, Inc. (formerly J.B. Williams Company, Inc.), Pre-Shave Products, Inc., After Shave Products, Inc., CEP Holdings, Inc., Hair Care Products, Inc. and Madison Trader Company (the "Wholly-Owned Subsidiaries") are direct and wholly owned subsidiaries of the Corporation; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation and its stockholders to (i) merge the Wholly-Owned Subsidiaries with and into the Corporation and assume all of the respective obligations of the Wholly-Owned Subsidiaries (the "Roll-up Transactions") and (ii) authorize and approve the cancellation of the stock certificates of the Wholly-Owned Subsidiaries in accordance with the applicable provisions of the Act; and

WHEREAS, the undersigned have reviewed the form of the certificate of ownership and merger prepared in connection with the Roll-up Transactions pursuant to the provisions of Sections 103 and 253 of the Act (the "Certificate of Ownership and Merger"), a copy of which is attached hereto as Appendix B.

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby authorizes and approves the Roll-up Transactions in accordance with the provisions of Section 253 of the Act; and be it further

RESOLVED, that the Board hereby approves the filing of the Certificate of Ownership and Merger, together with a copy of these resolutions, with the Secretary of State of the State of Delaware; and be it further

RESOLVED, that, upon the filing of the Certificate of Ownership and Merger, the Wholly-Owned Subsidiaries, automatically, and without further action by the Board or the stockholders of the Corporation, shall cease to exist and each share of capital stock of the Wholly-Owned Subsidiaries, and the certificates representing such shares, shall automatically be canceled and retired and shall cease to exist; and be it further

RESOLVED, that the proper officers of the Corporation be, and they hereby are, directed to take any and all such further action of any nature whatsoever as they shall, in their sole discretion, determine to be necessary, advisable or in the best interest of the Corporation to carry out the intent and purpose of the preceding resolutions, including, without limitation, the filing of the Certificate of Ownership and Merger, together with a copy of these resolutions, with the Secretary of State of the State of Delaware (the execution and delivery thereof and the performance of any and all action by such officer to constitute conclusive evidence of such determination); and be it further

RESOLVED, that all actions heretofore taken and all agreements, instruments and other documentation heretofore delivered in good faith on behalf of the Corporation by any of the officers of the Corporation with regard to the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned have executed this
Unanimous Written Consent as of the 1st day of August, 2001.

BOARD OF DIRECTORS:

/s/Hendrik J. Hartong, Jr.
Hendrik J. Hartong, Jr.

/s/Richard T. Niner
Richard T. Niner

/s/Dario U. Margve
Dario U. Margve

/s/C. Alan MacDonald
C. Alan MacDonald

/s/Carl Anderson
Carl Anderson

/s/John T. Gray
John T. Gray

APPENDIX B

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
JBW SUB, INC., PRE-SHAVE PRODUCTS, INC.,
AFTER SHAVE PRODUCTS, INC., CEP HOLDINGS, INC.,
HAIR CARE PRODUCTS, INC. AND MADISON TRADER COMPANY
WITH AND INTO
J.B. WILLIAMS COMPANY, INC.**

Pursuant to §§ 103 and 253(a) of the General Corporation Law of the State of Delaware:

J.B. Williams Company, Inc., a Delaware corporation (the "Corporation") does hereby certify:

FIRST: The names and states of incorporation of each business entity of this merger (the "Constituent Corporations") are as follows:

- . JBW Sub, Inc. - Delaware
- Pre-Shave Products, Inc. - Delaware
- After Shave Products, Inc. - Delaware
- CEP Holdings, Inc. - Delaware
- Hair Care Products, Inc. - Delaware
- Madison Trader Company - Delaware

J.B. Williams Company, Inc. - Delaware

SECOND: Each of the Constituent Corporations, other than the Corporation, is a wholly-owned subsidiary of the Corporation (collectively, the "Wholly-Owned Subsidiaries").

THIRD: A Unanimous Written Consent of the Board of Directors of the Corporation, dated _____, 2001, a copy of which is attached hereto as Exhibit A, authorizing the merger of each of the Wholly-Owned Subsidiaries with and into the Corporation, with the Corporation as the surviving corporation (the "Surviving Corporation"), has been approved, adopted, certified, executed and acknowledged by the Corporation in accordance with Section 253(a) of the General Corporation law of the State of Delaware.

FOURTH: The name of the Surviving Corporation following the merger is J.B. Williams Company, Inc.

FIFTH: The certificate of incorporation of the Corporation following the merger is the certificate of incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed in its corporate name this ___ day of _____, 2001.

J.B. WILLIAMS COMPANY, INC.

By: _____
Dario U. Margve, President and CEO

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