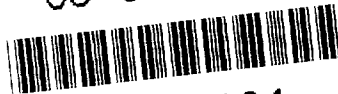


05-02-2002



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(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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:T

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

OP II, Inc.

4-17-02

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ Other _____

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☒ Change of Name
☐ Other _____

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Sunbeam Products, Inc.

Internal

Address: _____

Street Address: 2381 Executive Center DriveCity: Boca Raton State: FL Zip: 33431

- ☐ 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
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

145,335

Additional number(s) attached ☐ Yes ☒ No

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

Name: Susan M. Daly

Internal Address: _____

Street Address: 2381 Executive Center Drive

TDIAZ1 00000192 032453 145335

40.00 CH

City: Boca Raton State: FL Zip: 33431

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 100☐ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number:

032453

(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.

Susan M. Daly

Name of Person Signing

Signature

April 17, 2002

Date

2

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

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

TRADEMARK
 REEL: 002497 FRAME: 0010

Delaware

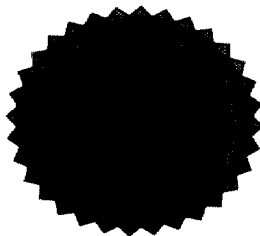
PAGE 1

The First 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:

"OP II, INC.", A FLORIDA CORPORATION,

WITH AND INTO "SUNBEAM PRODUCTS, INC." UNDER THE NAME OF "SUNBEAM PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF OCTOBER, A.D. 2000, AT 12:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0924135 8100M

020084024

AUTHENTICATION: 1603465

DATE: 02-08-02

TRADEMARK
REEL: 002497 FRAME: 0011

CERTIFICATE OF OWNERSHIP AND MERGER
OF
OP II, INC.
(a Florida corporation)
into
SUNBEAM PRODUCTS, INC.
(a Delaware corporation)

It is hereby certified that:

1. Sunbeam Products, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of OP II, Inc., which is a business corporation of the State of Florida.
3. The laws of the jurisdiction of organization of OP II, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges OP II, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on September 22, 2000 by the Board of Directors of the Corporation to merge OP II, Inc. into the Corporation:

RESOLVED that OP II, Inc. be merged with and into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of OP II, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by OP II, Inc. in its name.

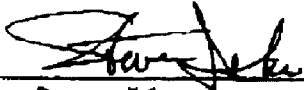
RESOLVED that this Corporation assume all of the obligations of OP II, Inc.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Florida, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of OP II, Inc. and of this Corporation and in any other appropriate jurisdiction.

RESOLVED that this Certificate of Ownership and Merger setting forth a copy of these resolutions shall be effective as of the date of filing this Certificate of Ownership and Merger with the Secretary of State of Delaware.

Executed on September 22, 2000.

SUNBEAM PRODUCTS, INC.

By: 
Steven Isko
S. Vice President

C:\skr\subsidiaries\opri\certificate of ownership and merger

BLAINE T. PHILLIPS
 RICHARD L. KIMMOND
 CHARLES S. DROMPTON, JR.
 ROBERT M. PATSON
 LEONARD S. TOSMAN
 RICHARD S. POOLE
 MICHAEL D. GOLDMAN
 JAMES F. BURNETT
 DAVID A. ANDERSON
 DANIEL F. WOLCOTT, JR.
 DAVID J. GARRETT
 CHARLES S. McDOWELL
 DAVID B. BROWN
 SOMERS S. PRICE, JR.
 DONALD J. WOLFE, JR.
 GREGORY A. INSKIP
 DAVID J. BALDWIN
 JOHN E. JAMES
 W. HARBING DRANE, JR.
 MARY E. URANK
 W. LAIRD STABLER, III
 RICHARD L. KORYWITZ
 MICHAEL M. LEDYARD
 WILLIAM J. MARESEN, JR.
 MICHAEL B. TUMAS

POTTER ANDERSON & CORROON

DELAWARE TRUST BUILDING

P. O. BOX 951

WILMINGTON, DELAWARE 19899

(302) 656-4771

TELECOPIER (302) 656-1192

CABLE: WANDGRAY

August 10, 1992

WRITER'S DIRECT
 DIAL (302) 984-6114

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 W. LAIRD STABLER, JR.
 COUNSEL
 DAVID F. ANDERSON
 WILLIAM POOLE
 JOHN P. BENDLAIR
 HUGH CORROON
 JOSEPH M. DEODERIAN
 OF COUNSEL
 FREDERICK H. ALTERSOTT
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 JENNIFER S. GIMLER
 LEWIS C. LEDYARD, III
 MARTHA S. NEIL
 BODDY E. MAXMAN
 JOANNE GEBALLOS
 ERIC T. KIRSCHNER

VIA TELECOPY

Secretary of State for the
 State of Delaware
 Division of Corporations
 John G. Townsend Building
 Duke of York Street
 Dover, Delaware 19901

Attention: Special Services

Re: Crow Investments, Inc.
 Duck Investments, Inc.
 Goose Investments, Inc.
 Hawk Investments, Inc.
Owl Investments, Inc.
 Peacock Investments, Inc.
Seagull Investments, Inc.

5667

W.C.

Dear Sir or Madam:

In connection with the formation of the captioned corporations, please find one original Certificate of Incorporation for each entity transmitted herewith for filing with your office. I am requesting twenty-four hour service for such filings. Please provide me with two certified copies of each Certificate of Incorporation. I assume that one of these certified copies will be forwarded by your division to the Recorder of Deeds in and for New Castle County. Parcels will be available to pick up the other certified copies and return them to me tomorrow.

Please bill my firm's account to cover the costs for twenty-four hour service, indexing, filing, certification and Recorder of Deeds' fees in connection with these Certificates of Incorporation.

Secretary of State for the
State of Delaware
August 10, 1992
Page 2

If you have any questions pertaining to this matter,
please do not hesitate to call me.

Very truly yours,



Scott E. Waxman

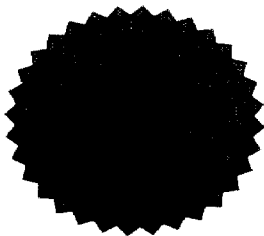
Enclosures
SEW:rca:40010

Delaware

PAGE 1

The First 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 INCORPORATION OF "OWL INVESTMENTS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF AUGUST, A.D. 1992, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2306351 8100

020084024

AUTHENTICATION: 1603466

DATE: 02-08-02

TRADEMARK

REEL: 002497 FRAME: 0016

CERTIFICATE OF INCORPORATION

OF

OWL INVESTMENTS, INC.

1. The name of the Corporation is:

Owl Investments, Inc.

2. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801. The registered agent is The Corporation Trust Company.

3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

4. The total number of shares of stock which the Corporation shall have authority to issue shall be one thousand (1000) shares of Common Stock, par value one dollar (\$1.00) per share.

5. Unless required by the By-Laws, the election of the Board of Directors need not be by written ballot.

6. The Board of Directors shall have the power to make, alter or repeal the By-Laws of the Corporation.

7. The Corporation shall indemnify its officers and directors to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time.

8. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, for any act or omission, except that he may be liable (i) for

breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

9. Scott E. Waxman is the sole incorporator and his mailing address is 350 Delaware Trust Building, 902 Market Street, P.O. Box 951, Wilmington, DE 19899.

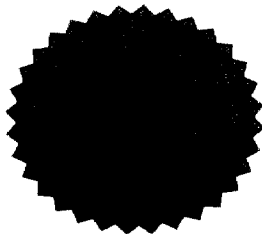


Scott E. Waxman
Sole Incorporator

DATED: August 10, 1992

The First 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 AMENDMENT OF "OWL INVESTMENTS, INC.", CHANGING ITS NAME FROM "OWL INVESTMENTS, INC." TO "OWL HOLDINGS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 1993, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2306351 8100

020084024

AUTHENTICATION: 1603467

DATE: 02-08-02

TRADEMARK

REEL: 002497 FRAME: 0019

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
OWL INVESTMENTS, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Owl Investments, Inc.

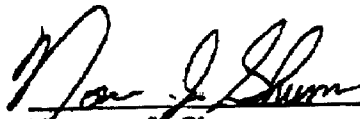
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following:

"1. The name of the Corporation is:

OWL HOLDINGS, INC."

3. The amendment to the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on December 15, 1993


Norman J. Shuman
Vice President

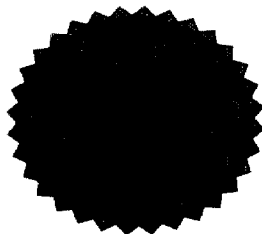
Attest:


Michael R. Beauregard
(Assistant) Secretary

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The First 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 AMENDMENT OF "OWL HOLDINGS, INC.", CHANGING ITS NAME FROM "OWL HOLDINGS, INC." TO "OPI I, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2306351 8100

020084024

AUTHENTICATION: 1603468

DATE: 02-08-02

TRADEMARK

REEL: 002497 FRAME: 0021



CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/25/1996
960278063 - 2306351

► OMI HOLDINGS, INC.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

► FIRST: That at a meeting of the Board of Directors of JUNE 20, 1996

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

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

THE NAME OF THE CORPORATION IS:

OPI L, INC.

► SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

► THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

► FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

► IN WITNESS WHEREOF, said CORPORATION

has caused this certificate to be signed by

NORMAN J. SHUMAN

Vice

its President,

and ROBERT P. TOTTE

its Secretary,

this 18TH day of SEPTEMBER, 1996

Norman J. Shuman
Vice President

ATTEST: Robert P. Totte
Secretary

AMENDMENT
By Shuman

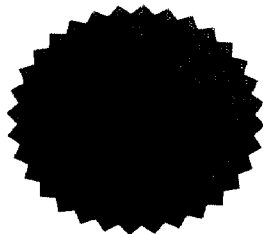
The First State

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 MERGER, WHICH MERGES:

"OPI I, INC.", A DELAWARE CORPORATION,

WITH AND INTO "OP II, INC." UNDER THE NAME OF "OP II, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1996.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2306351 8100M

020084024

AUTHENTICATION: 1603469

DATE: 02-08-02

TRADEMARK
REEL: 002497 FRAME: 0023

CERTIFICATE OF MERGER
OF
OPI I, INC.
INTO
OP II, INC.

The undersigned corporation does hereby certify:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows (together, the "Constituent Corporations"):

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
OPI I, Inc.	Delaware
OP II, Inc.	Florida

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is OP II, Inc., a Florida corporation (the "Surviving Corporation").

FOURTH: That the Articles of Incorporation of the Surviving Corporation shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: That the Surviving Corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other

proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That the effective date of the merger shall be December 29, 1996.

Signed this 17 day of December, 1996.

OF II, INC.

By: Robert Totte
Printed Name: Robert Totte
Its: President

12\17\96\38624\012\10CEREAO.001