

08-15-2002

AUG 10 2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC

7



102190654

J.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): 8-10-02 WCI Outdoor Products, Inc.

- Individual(s) Association General Partnership Limited Partnership [XX] Corporation-State Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 21, 2001

2. Name and address of receiving party(ies) Name: Electrolux Home Products, Inc. Internal Address: Legal Department Street Address: 18013 Cleveland Pkwy., #100 City: Cleveland State: OH Zip: 44135-0920

- Individual(s) citizenship Association General Partnership Limited Partnership [XX] Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1713082

Additional number(s) attached [] Yes [XX] No

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

Name: Electrolux Home Products, Inc. Internal Address: Legal Department

Street Address: 18013 Cleveland Pkwy., #100

City: Cleveland State: OH Zip: 44135-0920

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 [XX]

8. Deposit account number: 23-1710

08/14/2002 DDYRNE 00000047 231710 1713082 01 FC:481 40.00 CH

DO NOT USE THIS SPACE

9. Signature

Cynthia M. Gaffney, Paralegal Name of Person Signing

Cynthia M. Gaffney Signature

8/9/02 Date

Total number of pages including cover sheet, attachments, and document: 6

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

EV131600308US

TRADEMARK REEL: 002562 FRAME: 0814

Delaware

PAGE 1

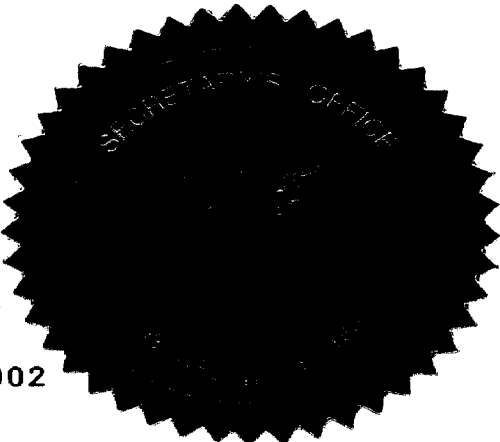
The First State

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 MERGER, WHICH MERGES:

"WHITE CONSOLIDATED INDUSTRIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WCI OUTDOOR PRODUCTS, INC." UNDER THE NAME OF "ELECTROLUX HOME PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 5:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF JANUARY, A.D. 2002.



2282377

020314902

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1781721

DATE: 05-16-02

TRADEMARK
REEL: 002562 FRAME: 0815

17D

CERTIFICATE OF MERGER
OF
WHITE CONSOLIDATED INDUSTRIES, INC.
INTO
WCI OUTDOOR PRODUCTS, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| NAME | STATE OF INCORPORATION |
|-------------------------------------|-------------------------------|
| White Consolidated Industries, Inc. | Delaware |
| WCI Outdoor Products, Inc. | Delaware |

SECOND: That an agreement 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 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is WCI Outdoor Products, Inc. which shall hereinwith be changed to Electrolux Home Products, Inc.

FOURTH: That the Certificate of Incorporation of WCI Outdoor Products, Inc. the surviving corporation, shall be amended to read in its entirety as set forth in Exhibit A attached hereto, and as so amended shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is Electrolux Home Products, Inc., 18013 Cleveland Parkway -Suite 100, Cleveland, OH 44135-0920.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on January 2, 2002.

Dated: December 21, 2001.

WCI Outdoor Products, Inc.

By George C. Weigand
George C. Weigand
Vice President

ATTEST:

By: William G. E. Jacobs
William G. E. Jacobs
Assistant Secretary

17D-2

Exhibit A

CERTIFICATE OF INCORPORATION
OF
ELECTROLUX HOME PRODUCTS, INC.

FIRST. The name of the Corporation is Electrolux Home Products, Inc. (the "Corporation").

SECOND. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

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

FOURTH. The authorized capitalization of the Corporation is as follows:

(a) The total number of shares of capital stock that the Corporation shall have authority to issue is one thousand one hundred (1,100) shares of capital stock consisting of (i) one thousand (1,000) shares of common stock, par value \$.10 per share, (ii) thirty (30) shares of preferred stock, par value \$1.00 per share, which shall be designated as "Series A. Cumulative Convertible Preferred Stock" and shall have such rights, preferences, privileges, and restrictions as determined by the Board of Directors in accordance with subsection (b) of this Article Fourth, and (iii) seventy (70) shares of preferred stock, par value \$1.00 per share, issued in any number of series designated by the Board of Directors with such rights, preferences, privileges, and restrictions as determined by the Board of Directors in accordance with subsection (c) of this Article Fourth.

441127-2
N:\RELECT\SHARES\WGT\1209S BR000\Reorganization Documents\1717D-2 - Certificate of Incorporation.doc

(b) The Board of Directors may by resolution determine, alter, or revoke the voting powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions pertaining to any unissued shares of Series A Cumulative Convertible Preferred Stock, including, without limiting the generality of the foregoing, such provisions as may be desired concerning voting, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware. All issued shares of Series A Cumulative Convertible Preferred Stock shall be subject to: (i) that certain Put Option Agreement dated as of October 31, 2001 between the Corporation and the holder of such Series A Cumulative Convertible Preferred Stock, (ii) that certain Quarterly Put Option Agreement dated as of October 31, 2001 between AB Electrolux and the holder of such Series A Cumulative Convertible Preferred Stock, and (iii) that certain Contribution Agreement dated as of October 31, 2001 between the Corporation and AB Electrolux, each as the same may be amended from time to time pursuant to its terms. Shares of Series A Cumulative Convertible Preferred Stock may not be assigned, transferred or otherwise conveyed by the holder thereof unless the holder shall have assigned all of its rights pursuant to the Put Option Agreement and Quarterly Put Option Agreement to the transferee of such shares of Series A Cumulative Convertible Preferred Stock and the transferee shall have acknowledged, in form and substance reasonably satisfactory to the Corporation and AB Electrolux, that such shares are subject to the Put Option Agreement, the Quarterly Put Option Agreement and the Contribution Agreement.

(c) The Board of Directors may by resolution fix the designation and the number of shares of any series of preferred stock not already designated herein and may determine, alter, or revoke the voting powers and designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including, without limiting the generality of the foregoing, such provisions as may be desired concerning voting, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law of Delaware. The Board of Directors may thereafter in the same manner increase or decrease the number of shares of any such series (but not below the number of shares of that series then outstanding).

FIFTH. The Board of Directors shall be authorized to make, alter or repeal the by-laws of the Corporation.

SIXTH. Elections of directors need not be by ballot unless the by-laws of the Corporation shall so provide.

D:\RELEST\SHARED\NGE\2001 REORG\reorganization documents\37\170 - Certificate of Merger-WYI-OUTDOOR.doc

TOTAL P 02