

Attorney Docket No. W00543.40000 (EFP/TMP)
 Merger 2000, 2002, 2003, 2005

**RECORDATION FORM COVER SHEET
 TRADEMARKS ONLY**

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

Form PTO-1684
 (Rev. 03/01)
 OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies)
B. Via International Housewares, Inc.

 Individual(s) citizenship:
State of Incorporation - DELAWARE

 Additional name(s) of conveying party(ies) attached? **NO**

2. Name and address of receiving party(ies):
 Name: **Ekco Housewares, Inc..**
 Address: **9234 West Belmont Avenue
 Franklin Park, IL 60131**

 Individual(s) citizenship:
State of Incorporation - Delaware

 If assignee is not domiciled in the United States, a domestic representative designation is attached. **n/a**

 (Designations must be a separate document from assignment.) **n/a**
 Additional name(s) & address(es) attached? **NO**

3. Nature of conveyance:
Merger (Certified Certificate of Merger & Agreement attached)
Execution Date: June 30, 2000
7 sheets attached

4. Application number(s) or Registration number(s):
 A. Trademark Application No(s):
 B. Trademark Registration No(s): **See attached Schedule**

 Additional number(s) attached? **Yes**

5. Name and address of party to whom correspondence concerning document should be mailed:
 Edward F. Perlman
 Wolf, Greenfield & Sacks. P.C.
 Federal Reserve Plaza
 600 Atlantic Avenue
 Boston, MA 02210

6. Total number of applications and registrations involved: **4**
 7. Total fee (37 CFR 3.41) **\$115.00**

 Commissioner is authorized to charge the fee to the account of the undersigned.
 8. Deposit account number: **23/2825**

DO NOT USE THIS SPACE

9. Signature



 Edward F. Perlman
 Name of Person Signing Signature Date **2-29-03**

Total number of pages including cover sheet, attachments, and document: **9**

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

**TRADEMARK
 REEL: 002611 FRAME: 0433**

SCHEDULE OF TRADEMARKS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ZOO TOOLS	2,164,389	June 9, 1998
	2,248,469	June 1, 1999
	2,196,919	October 20, 1998
SERIOUS TOOLS FOR FUNNY PEOPLE	2,266,836	August 3, 1999

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"B. VIA INTERNATIONAL HOUSEWARES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "EKCO HOUSEWARES, INC." UNDER THE NAME OF "EKCO HOUSEWARES, 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 2:30 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

2042727 B100M

AUTHENTICATION: 0720538

001504752

DATE: 10-05-00

**CERTIFICATE OF MERGER
OF
B. VIA INTERNATIONAL HOUSEWARES, INC., a Delaware corporation
INTO
EKCO HOUSEWARES, INC., a Delaware corporation**

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

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
B. VIA INTERNATIONAL HOUSEWARES, INC.	Delaware
EKCO HOUSEWARES, INC.	Delaware

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 251 of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation of the merger is EKCO HOUSEWARES, INC.

FOURTH: That the Certificate of Incorporation of EKCO HOUSEWARES, INC., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

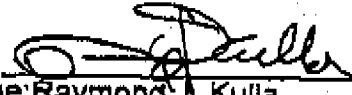
FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 9234 West Belmont, Franklin Park, IL 60131.

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 this Certificate of Merger shall be effective upon filing.

Dated: June 30, 2000

EKCO HOUSEWARES, INC.

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

DESA - 12000 CT System Online

Doc. No.: 475694

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement"), is dated this 30th day of June, 2000, pursuant to the Delaware General Corporation Law, as amended, between **B. VIA INTERNATIONAL HOUSEWARES, INC.**, a Delaware corporation ("VIA"), and **EKCO HOUSEWARES, INC.**, a Delaware corporation, ("EKCO"), which corporations collectively are referred to herein as the "Constituent Corporations."

WITNESSETH that:

WHEREAS, the Constituent Corporations desire to merge into a single corporation;

WHEREAS, each of the Constituent Corporations are wholly-owned subsidiaries of **EKCO GROUP, INC.**, a Delaware corporation;

WHEREAS, VIA is duly organized, existing and in good standing under the laws of the State of Delaware and has three thousand (3,000) shares of authorized common stock, one (1) share of which is issued and outstanding;

WHEREAS, EKCO is duly organized, existing and in good standing under the laws of the State of Delaware and has one thousand (1,000) shares of authorized common stock, one thousand (1,000) shares of which are issued and outstanding;

WHEREAS, each of the Board of Directors of the Constituent Corporations have determined that it is in the best interest of each of the Constituent Corporations and their respective stockholders that VIA be merged with and into EKCO with EKCO as the surviving corporation.

NOW THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, and for other consideration, the

receipt and sufficiency of which are hereby acknowledged, do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST: VIA shall be and hereby is merged into EKCO and EKCO shall be the surviving corporation. Such transaction shall hereinafter be referred to as the "Merger."

SECOND: The Certificate of Incorporation and By-laws of EKCO as in effect on the date of the Merger shall continue in full force and effect as the Certificate of Incorporation and By-laws of the corporation surviving the Merger.

THIRD: The manner of converting the outstanding shares of the capital stock of VIA into the shares or other securities of EKCO shall be as follows:

(a) Each share of VIA capital stock which shall be issued and outstanding immediately prior to the effective date of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, be surrendered and canceled.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The directors and officers of EKCO shall continue in office until the next annual meetings of the stockholders and of the Board of Directors and until their successors shall have been elected and qualified.

(b) The effective date of the Merger (the "Effective Date") shall be the date that the proper Certificate of Merger are filed in the office of the Secretary of State of Delaware.

(c) Upon the Effective Date of the Merger all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and liabilities of every kind and description of VIA shall be transferred to, vested in, and devolve upon, EKCO without further act or deed. VIA hereby agrees from time to time, as and when requested by EKCO or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such

deeds and instruments and to take or cause to be taken such further or other action as EKCO may deem necessary or desirable in order to vest in and confirm to EKCO title to and possession of any property of VIA acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the interests and purposes hereof and the proper officers and directors of VIA and the proper officers and directors of EKCO are fully authorized in the name of EKCO to take any and all such action.

FIFTY: This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, and all such counterparts shall constitute one instrument.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be amended or terminated and abandoned by the Board of Directors of any Constituent Corporation at any time prior to the date of filing the Certificate of Merger with the office of the Secretary of State of Delaware provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of any Constituent Corporation shall not (1) alter or change the amount or kind of shares to be received in exchange for or on conversion of all or any of the shares of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of EKCO to be effected by the Merger, except for the change in its name, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any shares of capital stock of such Constituent Corporation.

SEVENTH: EKCO shall be responsible for the payment of all fees and franchise taxes for each of the Constituent Corporations.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and stockholders have caused these presents to be executed by a Vice President and Secretary of each party hereto as the respective act, deed and agreement of each of said corporations, on this 10th day of June, 2000.

B. VIA INTERNATIONAL, INC.
a Delaware corporation

EKCO HOUSEWARES, INC.
a Delaware corporation

By: *Anthony P. Deasey*
Name: Anthony P. Deasey
Its: Vice President

By: *Anthony P. Deasey*
Name: Anthony P. Deasey
Its: Vice President

By: *Raymond J. Kulla*
Name: Raymond J. Kulla
Its: Secretary

By: *Raymond J. Kulla*
Name: Raymond J. Kulla
Its: Secretary