

Form TPO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):
Toshiba America Consumer Products, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - New Jersey
 Other _____

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

2. Name and address of receiving party(ies)
Name: Toshiba America Consumer Products, L.L.C.
Internal
Address: _____

Street Address: 82 Tolowa Road
City: Wayne State: NJ Zip: 07470

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State, New Jersey
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 10/1/2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,203,541;
 2,378,074; 2,444,260; 2,528,308;

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: William J. Heller, Esq.
 Internal Address: McCarter & English, LLP
 Attorney At Law
 Four Gateway Center
 Street Address: 100 Mulberry Street
 City: Newark State: NJ Zip: 07102

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 502639

DO NOT USE THIS SPACE

9. Signature:
 William J. Heller, Esq.
 Name of Person Signing


 Signature

January 29, 2004
 Date

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$140.00 502639 2203541

Registration Number
2,747,274

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FILED

SEP 29 2003

State Treasurer

**CERTIFICATE OF MERGER
OF
TOSHIBA AMERICA CONSUMER PRODUCTS, INC.
0100405683 WITH AND INTO
TACP NEW ENTITY, L.L.C.**

To: Division of Revenue, Department of the Treasury, State of New Jersey

The undersigned business entities hereby certify that the following merger will take place in accordance with NJSA 14A: 10-1 and NJSA 42:2B-20:

FIRST Name. The name of the surviving entity is TACP New Entity, L.L.C., a domestic limited liability company, (the "L.L.C.") whose name is changed pursuant to the Agreement and Plan of Merger to Toshiba America Consumer Products, L.L.C.

SECOND. Agreement and Plan of Merger. The Agreement and Plan of Merger which has been approved and executed by Toshiba America Consumer Products, Inc., a New Jersey corporation, (the "Corporation") and the L.L.C. provides as follows:

1. The Corporation (also referred to as the "Merging Entity") shall merge with and into the L.L.C. The L.L.C. shall be the surviving entity of the merger.
2. The name of the surviving limited liability company shall be changed by virtue of the merger to Toshiba America Consumer Products, L.L.C.
3. All shares of the Corporation shall be cancelled and the sole shareholder shall become the sole member of the surviving limited liability company.
4. All assets and liabilities of the Corporation shall become the assets and liabilities of the surviving limited liability company.
5. The sole member of the surviving limited liability company after the merger shall be the sole shareholder of the Merging Entity, the managers of the surviving limited liability company shall be the directors of the Merging Entity, the officers of the surviving limited liability company shall be the officers of the Merging Entity and the Operating Agreement shall be so amended and restated on the effective date of this merger.

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6. This Agreement and Plan of Merger is on file at the principal place of business of the surviving entity which is 82 Totowa Road, Wayne, New Jersey 07470.

7. This Agreement and Plan of Merger shall be furnished by the surviving limited liability company on request and without cost to any member of the limited liability company or any person holding an interest in any other business entity which is a party to the merger.

THIRD. Approval. Toshiba America, Inc., the sole shareholder of Toshiba America Consumer Products, Inc., holding the only shares which were entitled to vote, approved this merger on September 25, 2003 and Toshiba America Consumer Products, Inc., the sole member of TACP New Entity, L.L.C., approved this merger as of September 17, 2003.

FOURTH. Effectiveness. The merger shall be effective upon October 1, 2003.

IN WITNESS WHEREOF, the undersigned caused this Certificate to be signed by its respective authorized officer or its managers.

INC.

TOSHIBA AMERICA CONSUMER PRODUCTS,

By:


Yoshihiro Matsumoto, President

TACP NEW ENTITY, L.L.C.

By:


Yoshihiro Matsumoto, Manager

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