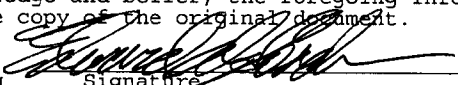
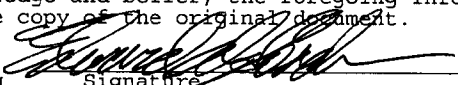
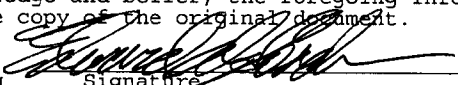


Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)	RECORD	09-05-2003	Dept. of Commerce Patent and Trademark Office								
To the Honorable Commissioner of documents or copy thereof.		102542241	Record the attached original								
1. Name of conveying party(ies): PHILIPS ELECTRONICS NORTH AMERICA CORPORATION WITH AND INTO FGP CORP. UNDER THE NAME OF PHILIPS ELECTRONICS NORTH AMERICA CORPORATION <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Ltd <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): Name: <u>PHILIPS ELECTRONICS NORTH AMERICA CORPORATION</u> Internal Address:  Street Address: <u>1251 Avenue of the Americas</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10020-1104</u>  <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Destinations must be a separate document from Assignment) Additional names(s) & Address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No									
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: <u>December 1, 1995</u> (effective on December 31, 1995)		OFFICE OF PATENT RECORDS 203 SEP -2 AM 10 25 FINANCE SECTION									
4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>756,228 (NORELCO)</u>  Additional Numbers Attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No											
5. Name and address of party to whom correspondence concerning document should be mailed:  Name: <u>Philips Electronics North America Corporation</u> Internal Address: Street Address: <u>P.O. BOX 3001</u>  City: <u>Briarcliff Manor</u> State: <u>NY</u> Zip: <u>10510</u>		6. Total number of applications and registrations involved: <u>1</u>  7. Total fee (37 CFR 3.41) ...\$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to Deposit Account  8. Deposit Account Number: <u>14-1270</u> (Attach duplicate copy of this page 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.  <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;"><u>Edward W. Goodman</u></td> <td style="width: 30%;"></td> <td style="width: 20%;"><u>August 27, 2003</u></td> <td style="width: 20%;"></td> </tr> <tr> <td>Name of Person Signing</td> <td>Signature</td> <td>Date</td> <td></td> </tr> </table> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <u>5</u></p>				<u>Edward W. Goodman</u>		<u>August 27, 2003</u>		Name of Person Signing	Signature	Date	
<u>Edward W. Goodman</u>		<u>August 27, 2003</u>									
Name of Person Signing	Signature	Date									

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

09/04/2003 ECOOPER 00000039 141270 756228  
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State of Delaware  
Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "FGP CORP." UNDER THE NAME OF "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2134316 8100M

950311913

AUTHENTICATION:

7772309

DATE:

12-29-95

TRADEMARK  
REEL: 002816 FRAME: 0456

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PHILIPS ELECTRONICS NORTH AMERICA CORPORATION  
(A Delaware corporation)

INTO

FGP CORP.  
(a Delaware Corporation)

(Under Sections 103 and 253 of the General  
Corporation Law of the State of Delaware)

WHEREAS, FGP Corp. has entered into an Agreement and Plan of Liquidation and Merger with Philips Electronics North America Corporation, duly adopted by the Board of Directors at a meeting held on Friday, September 22, 1995; now pursuant thereto:

FIRST: FGP Corp., a Delaware corporation, hereby certifies that it is the owner of all of the outstanding shares of capital stock of Philips Electronics North America Corporation.

SECOND: FGP Corp. hereby further certifies that the following resolution was duly adopted by the Board of Directors at a meeting held on Friday, September 22, 1995:

RESOLVED, that effective on December 31, 1995 at 5:00 p.m. New York time, with such date and time to be specified as the effective time in the relevant Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware, Philips Electronics North America Corporation shall be merged with and into this Corporation and the name of this Corporation shall be changed to "Philips Electronics North America Corporation."

THIRD: This Certificate of Ownership and Merger shall not be effective until 5:00 p.m., New York time, December 31, 1995.

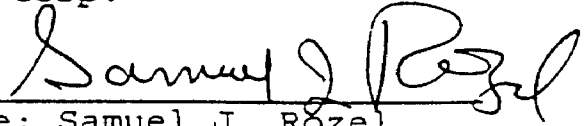
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TRADEMARK  
REEL: 002816 FRAME: 0457

IN WITNESS WHEREOF, the undersigned has executed  
this certificate of ownership and Merger

Date: December 1, 1995

FGP Corp.

By: 

Name: Samuel J. Rózel

Title: Senior Vice  
President

NY12528\38451.3

RECORDED: 09/02/2003

TRADEMARK  
REEL: 002816 FRAME: 0458