

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | MERGER |
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CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|--------------|
| Philips Electronics North America Corporation | | 12/31/1995 | CORPORATION: |

RECEIVING PARTY DATA

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|-----------------|----------------------|
| Name: | FGP Corporation |
| Street Address: | 100 East 42nd Street |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10017 |
| Entity Type: | CORPORATION: |

PROPERTY NUMBERS Total: 2

| Property Type | Number | Word Mark |
|----------------------|--------|----------------------|
| Registration Number: | 404943 | CERON |
| Registration Number: | 769866 | BE RIGHT WITH OHMITE |

CORRESPONDENCE DATA

Fax Number: (312)775-8100
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: jheld@mhmlaw.com
 Correspondent Name: John J. Held
 Address Line 1: 500 W. Madison
 Address Line 2: 34th Floor
 Address Line 4: Chicago, ILLINOIS 60661

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| ATTORNEY DOCKET NUMBER: | 88T978 |
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| NAME OF SUBMITTER: | John J. Held |
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Total Attachments: 3
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**TRADEMARK
 REEL: 002852 FRAME: 0787**

CH \$65.00 404943

State of Delaware
Office of the Secretary of State

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7772309

DATE: 12-29-95

TRADEMARK
REEL: 002852 FRAME: 0789

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

Date: December 1, 1995

FGP Corp.

By: 

Name: Samuel J. Rozel

Title: Senior Vice
President

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