

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Playtex Apparel, Inc.		12/31/2003	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Sara Lee Corporation
Street Address:	1000 East Hanes Mill Road
City:	Winston-Salem
State/Country:	NORTH CAROLINA
Postal Code:	27105
Entity Type:	CORPORATION: MARYLAND

**PROPERTY NUMBERS Total: 87**

Property Type	Number	Word Mark
Serial Number:	78232807	1/2 SIZES TOO
Serial Number:	78166162	100% COMFORT
Registration Number:	888729	18 HOUR
Registration Number:	1039424	18 HOUR
Serial Number:	78252623	360° COMFORT
Registration Number:	1376712	A GREAT FIT
Serial Number:	78247262	AIR EMBRACE
Serial Number:	78254739	AIRFORM
Registration Number:	1007439	ALWAYS NATURAL
Serial Number:	78232956	BEAUTIFUL SHAPING. AMAZING STYLING.
Serial Number:	78214071	BODY FUSION
Registration Number:	2082520	BODY LANGUAGE
Registration Number:	985046	BODY LANGUAGE
Registration Number:	2276572	BODY VIEWS
Serial Number:	78193858	COMFORT FLEX

CH \$2190.00 78232807

Registration Number:	924315	COMFORT HOURS
Registration Number:	2744824	COMFORT IN MOTION
Registration Number:	2575842	COMFORT STRAP
Registration Number:	2494047	COMFORT STRETCH
Serial Number:	78274952	COMFORT TAKES A LIGHT FORM
Serial Number:	78222262	COMFORT WHERE IT COUNTS
Registration Number:	1351806	COMFORTFLEX
Registration Number:	903926	COMFORTIME
Serial Number:	78041707	CONVERTIBLE CURVES
Registration Number:	1146875	CROSS YOUR HEART
Registration Number:	801371	CROSS-YOUR-HEART
Serial Number:	75924234	CUSTOM COMFORT
Serial Number:	78232953	DIAMOND LUXURY
Registration Number:	1849407	DOES WHAT YOUR DIET DOESN'T!
Registration Number:	861045	DOUBLE DIAMONDS
Registration Number:	2649438	DREAMSHAPER
Registration Number:	1468424	EIGHTEEN HOUR
Registration Number:	1991973	EXPECTANT MOMENTS
Registration Number:	1594336	EXTRA SHAPING POWER
Registration Number:	2750382	FEEL BEAUTIFUL
Serial Number:	78152364	FEELS LIKE A DREAM
Registration Number:	2666429	FITS YOU INCREDIBLY
Serial Number:	78109766	FITS YOU INDIVIDUALLY
Registration Number:	1996194	FOREVER LACE
Registration Number:	899723	FREE SPIRIT
Serial Number:	78085874	FRENCH KNOT
Registration Number:	1415104	GENTLE SHAPE
Registration Number:	1356806	HAPPY MEDIUM
Registration Number:	1127551	
Registration Number:	920264	I CAN'T BELIEVE IT'S A GIRDLE
Registration Number:	2441557	INVISIBLE CONTOURS
Serial Number:	78247259	INVISIFIT
Registration Number:	1282601	MADE FOR ME
Registration Number:	2319406	NATURAL ACCENTS
Registration Number:	2585742	NATURAL CONTOURS

Registration Number:	1469864	NATURAL SECRETS
Registration Number:	1190080	NO BODY'S PERFECT
Registration Number:	2625010	ONLY YOU
Registration Number:	1372703	PERFECT SHAPE
Serial Number:	78290606	PERFECT TUMMY
Registration Number:	1348127	PLAYFLEX
Serial Number:	78252620	PLAYTEX 360°
Registration Number:	1745889	POWER-LINER
Serial Number:	78181659	SCULPTING BAND
Registration Number:	2684690	SCULPTING WIRE
Registration Number:	2626640	SHAPE & SMOOTH
Serial Number:	78080341	SIDE SENSATION
Registration Number:	2633710	SIDE SHAPING
Registration Number:	2074200	SIGNATURE FLORALS
Serial Number:	78042716	SILKEN WRAP
Registration Number:	2057974	SIN PALABRAS
Registration Number:	1649556	SLIMLOOK
Registration Number:	2152548	SMOOTH 'N SHAPELY
Registration Number:	1005366	SMOOTHIE
Registration Number:	587003	SMOOTHIE
Registration Number:	977773	SOFT SIDER
Registration Number:	1348800	SOFT SUPPORT
Registration Number:	787613	SPANETTE
Registration Number:	830618	SPANETTE
Registration Number:	1030130	SUPER LOOK
Registration Number:	1131073	SUPER LOOK
Registration Number:	1055160	SUPER LOOK PLUS
Registration Number:	1594337	SUPER LOOK WITH EXTRA SHAPING POWER
Registration Number:	988475	SUPPORT CAN BE BEAUTIFUL
Registration Number:	1171423	THANK GOODNESS IT FITS
Serial Number:	78076630	TIME OFF
Registration Number:	974018	TIMELESS COMFORT
Registration Number:	1414308	ULTRASOFT
Serial Number:	78237816	VINTAGE CHIC
Registration Number:	2503913	WOMAN'S SILHOUETTE DESIGN

Serial Number:	78189355	ZEN BREEZE
Serial Number:	78189354	ZEN GARDEN

**CORRESPONDENCE DATA**

Fax Number: (336)519-7312  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 3365197416  
Email: mfrye@saralee.com  
Correspondent Name: Missy Smith Frye  
Address Line 1: 1000 East Hanes Mill Road  
Address Line 2: Sara Lee Corporation  
Address Line 4: Winston-Salem, NORTH CAROLINA 27105

NAME OF SUBMITTER:	Missy Smith Frye
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Total Attachments: 4  
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**ARTICLES OF MERGER**  
**Between**  
**PLAYTEX APPAREL, INC.**  
**And**  
**SARA LEE CORPORATION**

THIS IS TO CERTIFY THAT:

FIRST: Sara Lee Corporation ("Sara Lee") and Playtex Apparel, Inc. ("Playtex") agree to merge in the manner hereinafter set forth (the "Merger").

SECOND: Sara Lee is the corporation to survive the Merger.

THIRD: Sara Lee is incorporated under the laws of the State of Maryland. Playtex was incorporated under the General Corporation Laws of the State of Delaware on November 14, 1986. Playtex, a wholly owned subsidiary of Sara Lee, is not qualified or registered to do business in the State of Maryland.

FOURTH: The principal office of Sara Lee in the State of Maryland is located in Baltimore City. Playtex has no principal office in the State of Maryland.

FIFTH: Playtex owns no interest in land in the State of Maryland.

SIXTH: The charter of Sara Lee will not be amended as a result of the Merger.

SEVENTH: The total number of shares of all classes of stock which each corporation party to these Articles of Merger ("Articles") has the authority to issue and the number of shares of each class are as follows:

a) Sara Lee

The total number of shares of all classes of stock which Sara Lee has authority to issue is 1,213,500,000 shares, consisting of 1,200,000,000 shares of common stock, \$.01 par value per share, and 13,500,000 shares of preferred stock, without par value. The aggregate par value of all shares of all classes having a par value is \$12,000,000.

b) Playtex

The total number of shares of all classes of stock which Playtex has authority to issue is 201,000 shares, consisting of 1,000 shares of common stock, \$.01 par value per share, and 200,000 shares of preferred stock, \$.01 par value per share. The aggregate par value of all shares of all classes having a par value is \$2,010.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 3/11/04 *H*

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: *Sherry Pinkard*, Custodian

This stamp replaces our previous certification system. Effective: 6/95

EIGHTH: Upon the Effective Time (as defined below), Playtex shall be merged with and into Sara Lee. Thereupon, Sara Lee shall possess any and all purposes and powers of Playtex; and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of Playtex shall be transferred to, vested in, and devolved upon Sara Lee, without further act or deed, subject to all of the debts and obligations of Playtex. The stock of Playtex shall be completely canceled and cease to exist, and that of Sara Lee shall be unaffected by the Merger.

NINTH: The terms and conditions of the transaction described in these Articles were duly advised, authorized and approved by Sara Lee in the manner required by the laws of the State of Maryland and the charter of Sara Lee, as follows:

The Board of Directors of Sara Lee (the "Sara Lee Board"), by resolution filed with the minutes of the proceedings of the Sara Lee Board, approved the Merger described in these Articles on substantially the terms and conditions set forth herein. A vote of the stockholders of Sara Lee is not required by the laws of the State of Maryland or the charter of Sara Lee.

TENTH: The terms and conditions of the transaction described in these Articles were duly advised, authorized and approved by Playtex in the manner required by the laws of the State of Delaware and the charter of Playtex, as follows:

The Board of Directors of Playtex adopted a resolution approving the Merger described in these Articles on substantially the terms and conditions set forth herein. Said resolution of the Board of Directors was adopted by a written consent signed on December 23, 2003 by all of the members of the Board of Directors without a meeting. Approval of the vote of the sole stockholder of Playtex, Sara Lee, is not required by the laws of the State of Delaware or the charter of Playtex.

ELEVENTH: These Articles shall become effective on December 31, 2003 (the "Effective Time").

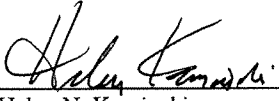
TWELFTH: The undersigned Vice Presidents each acknowledge these Articles to be the corporate act of the respective corporate party on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, the Vice Presidents each acknowledge that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.


[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 23<sup>rd</sup> day of December, 2003.

ATTEST:


SARA LEE CORPORATION


By:   
Helen N. Kaminski  
Assistant Secretary

By:   
R. Henry Kleeman, Vice President  
Deputy General Counsel and  
Assistant Secretary

ATTEST:

PLAYTEX APPAREL, INC.

By:   
Helen N. Kaminski  
Assistant Secretary

By:   
R. Henry Kleeman, Vice President  
Deputy General Counsel and  
Assistant Secretary