

01-15-2004

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FINANCE SECTION

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

1/12/04

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Association
- Corporation
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

01/14/2004 ECOOPER 00000267 134825 1867866
01 FC:8521 40.00 DA

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002898 FRAME: 0671

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1867666"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Adam K Sacharoff #43075

01/07/04

Name of Person Signing

Signature

Date Signed

**CERTIFICATE OF MERGER
OF
SEYMOUR HOUSEWARES CORPORATION
(a Delaware corporation)
AND
SELPX, INC.
(a Delaware corporation)**

IT IS HEREBY CERTIFIED THAT:

1. The constituent business corporations participating in the merger herein certified are:

- (i) **Seymour Housewares Corporation**, which is incorporated under the laws of the State of Delaware; and
- (ii) **Selfix, Inc.**, which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Selfix, Inc. which will continue its existence as said surviving corporation under the name Selfix-Seymour Housewares Corporation upon the Effective Date and Time (as hereinafter defined) of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Selfix, Inc. is to be amended and changed by reason of the merger herein certified by striking out Article FIRST thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following Article:

"FIRST: The name of the Corporation (hereinafter called the "Corporation") is:
Selfix-Seymour Housewares Corporation"

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 4501 W. 47th Street, Chicago, IL 60632.

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of any constituent corporation.

7. The aforesaid Agreement of Merger between the aforesaid constituent corporations provides that the merger shall effective on December 27, 1988, at 12:00:01 a.m., central standard time ("Effective Date and Time").

Dated: December 22, 1988

SEYMOUR HOUSEWARES CORPORATION

By: Charles F. Avery, Jr.
Charles F. Avery, Jr., Vice President - Finance

SELFIX, INC.

By: Charles F. Avery, Jr.
Charles F. Avery, Jr., Vice President - Finance

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SEFIX-SEYMOUR HOUSEWARES CORPORATION**

Selfix-Seymour Housewares Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("Corporation"),

DOES HEREBY CERTIFY:

FIRST: That by the written consent of the sole Director of the Corporation a resolution was duly adopted setting forth a proposed amendment to the Corporation's Certificate of Incorporation, declaring said amendment to be advisable and calling a special meeting of the sole Stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Corporation's Certificate of Incorporation be amended by changing **ARTICLE FIRST** thereof so that, as amended, said **ARTICLE FIRST** shall be and read as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is:

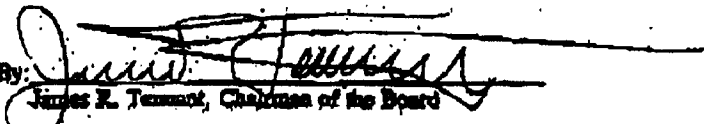
HOME PRODUCTS INTERNATIONAL - NORTH AMERICA, INC.

SECOND: That thereafter, said amendment was duly adopted by the written consent of the sole Stockholder in accordance with the provisions of Section 228(a) of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 228(a) and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Selfix-Seymour Housewares Corporation has caused this Certificate to be signed by James R. Tennant, its Chairman of the Board, this 27th day of August, 1999.

SEFIX-SEYMOUR HOUSEWARES CORPORATION

By: 
James R. Tennant, Chairman of the Board