

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Hoffco Acquisition Corp.		12/02/2004	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Hoffco, Inc.		
<b>Street Address:</b>	PO Box 248, North State Highway 274		
<b>City:</b>	Wood Lake		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	56297		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	444809	KITCHEN-AIRE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(860)275-0343		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	860-275-0589		
<b>Email:</b>	ptomail@dbh.com		
<b>Correspondent Name:</b>	Barb Villandry, Day, Berry & Howard		
<b>Address Line 1:</b>	CityPlace 1		
<b>Address Line 4:</b>	Hartford, CONNECTICUT 06103-3499		
<b>ATTORNEY DOCKET NUMBER:</b>	029815-00220		
<b>NAME OF SUBMITTER:</b>	Barb Villandry, Paralegal		
<b>Total Attachments: 3</b>			
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# Delaware

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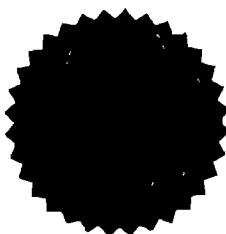
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HOFFCO ACQUISITION CORP.", CHANGING ITS NAME FROM "HOFFCO ACQUISITION CORP." TO "HOFFCO, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2004, AT 12:33 O'CLOCK P.M.

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

3867807 8100

040866446



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3513990

DATE: 12-02-04

TRADEMARK  
REEL: 002989 FRAME: 0704

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:40 PM 12/02/2004  
FILED 12:33 PM 12/02/2004  
SRV 040866446 - 3867807 FILE

**CERTIFICATE OF AMENDMENT**

**OF THE**

**CERTIFICATE OF INCORPORATION**

**OF**

**HOFFCO ACQUISITION CORP.**

Under Section 242 of the General Corporation Law

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, the undersigned, being a duly authorized officer of Hoffco Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** The date of the filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was October 29, 2004.

**SECOND:** By unanimous written consent the Board of Directors of the Corporation duly adopted a resolution setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and submitting such amendment to the stockholders of the Corporation for consideration and approval thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation be amended by deleting Article "FIRST" so that, as amended, such Article shall be and read as follows:

**FIRST:** The name of the corporation is Hoffco, Inc. (the "Corporation").

**THIRD:** That the stockholders of the Corporation duly adopted such amendment to the Corporation's Certificate of Incorporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the such amendment was duly adopted in accordance with the applicable provisions of Section 228 of the General Corporation Law of the State of Delaware.

*[signature page follows]*

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by a duly authorized officer, this 2nd day of December, 2004.

**HOFFCO ACQUISITION CORP.**

By: /s/ G.R. Sam Seraphim  
Name: G.R. Sam Seraphim  
Title: Chairman of the Board