

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 10/18/2004 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------|----------|----------------|-------------------------|
| Ender Corporation | | 10/07/2004 | CORPORATION: CALIFORNIA |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------------|
| Name: | Candle Corporation of America |
| Street Address: | 999 E. Touhy Avenue |
| City: | Des Plaines |
| State/Country: | ILLINOIS |
| Postal Code: | 60018 |
| Entity Type: | CORPORATION: NEW YORK |

PROPERTY NUMBERS Total: 3

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------|
| Registration Number: | 2893884 | ESSENCE OF GOOD LIVING |
| Registration Number: | 2833317 | FLIP YOUR LID |
| Registration Number: | 1678743 | FLORASENSE |

CORRESPONDENCE DATA

Fax Number: (203)552-9168
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 203-552-6631
 Email: mdatta@blyth.com
 Correspondent Name: Manjari M. Datta
 Address Line 1: 1 E. Weaver Street
 Address Line 4: Greenwich, CONNECTICUT 06831

| | |
|--------------------|------------------|
| NAME OF SUBMITTER: | Manjari M. Datta |
| Signature: | /mmdatta/ |

OP \$90.00 2893884

Date:

01/06/2005

Total Attachments: 8

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

October 25, 2004



A handwritten signature in black ink, appearing to be "R. A. D. S.", is written over the printed title of the Secretary of State.

Secretary of State

FILING RECEIPT

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ENTITY NAME: CANDLE CORPORATION OF AMERICA

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: KING

SERVICE COMPANY: DELANEY CORPORATE SERVICES LTD.

SERVICE CODE: 30

CONSTITUENT NAME: ENDAR CORP.

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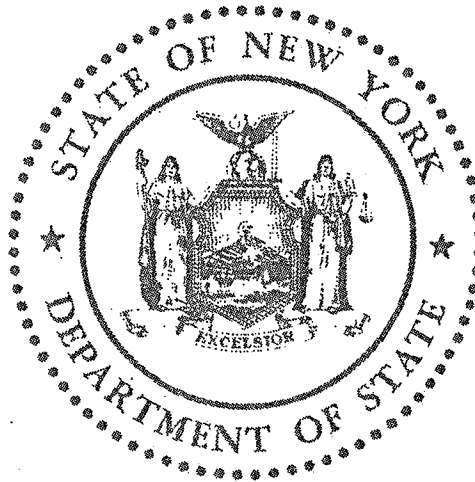
FILED:10/18/2004 DURATION:***** CASH#:041018000219 FILM #:041018000208

ADDRESS FOR PROCESS

EFFECT DATE

10/18/2004

REGISTERED AGENT



| FILER | FEES | | PAYMENTS | |
|-------------------------------------|----------|-------|----------|-------|
| | | 95.00 | | 95.00 |
| | FILING | 60.00 | CASH | 0.00 |
| | TAX | 0.00 | CHECK | 0.00 |
| | CERT | 0.00 | CHARGE | 0.00 |
| LELAND PARACHINI STEINBERG MATZGER | COPIES | 10.00 | DRAWDOWN | 95.00 |
| & MELNICK LLP ATT: JOAN C DONNELLAN | HANDLING | 25.00 | BILLED | 0.00 |
| ESQ. 500 S. GRAND AVE., 11TH FL. | | | REFUND | 0.00 |
| LOS ANGELES, CA 90071-2609 | | | | |

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DOS-1025 (11/89)

TRADEMARK

REEL: 003004 FRAME: 0024

041018000208

**DRAWDOWN
DELANEY - 30**

**CERTIFICATE OF MERGER
OF
ENDAR CORP., a California Corporation
AND
CANDLE CORPORATION of AMERICA, a New York Corporation
INTO
CANDLE CORPORATION of AMERICA, a New York Corporation**

■■■■■■■■■■

Filer: Leland, Parachini, Steinberg, Matzger & Melnick, LLP.
Attention: Joan C. Donnellan, Esq.
500 S. Grand Ave., 11th Floor
Los Angeles, CA 90071-2609

kmj

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT. 18 2004
TAX \$ _____
BY: Duc

b

kmj

**041018000219
TRADEMARK**

DRAWDOWN
ACCT# 30

CERTIFICATE OF MERGER

OF

ENDAR CORP., a California Corporation

AND

CANDLE CORPORATION of AMERICA, a New York Corporation

INTO

CANDLE CORPORATION of AMERICA, a New York Corporation

(Pursuant to §904 of the Business Corporation Law)

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the domestic constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is Candle Corporation of America, a New York corporation, and the name under which it was formed is Valley Candle Mfg. Co. Inc.

The date upon which its certificate of incorporation was filed by the Department of State is May 9, 1933.

THIRD: The name of the foreign constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", and under the name under which it was formed is Endar Corp., a California Corporation.

The jurisdiction of its incorporation is California; and the date of its incorporation therein is September 9, 1988.

No Application for Authority in the State of New York of the merged constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

Surviving Domestic Corporation:

{BLYTH\0007\LA127595.DOC}
Certificate of Merger (Endar Into Candle Corporation of America)
New York Form Merger

CANDLE CORPORATION OF AMERICA, a New York Corporation

| Designation of Each Outstanding Class and Series of Shares | Number of Outstanding Shares of Each Class | Designation of Class and Series Entitled to Vote | Classes and Series Entitled to Vote as a Class |
|--|--|--|--|
| Common Stock | 100 shares | | |
| | | | |
| | | | |

Merged Foreign Corporation:

Endar Corp., a California Corporation

| Designation of Each Outstanding Class and Series of Shares | Number of Outstanding Shares of Each Class | Designation of Class and Series Entitled to Vote | Classes and Series Entitled to Vote as a Class |
|--|--|--|--|
| Common Stock | 10 shares | | |
| | | | |
| | | | |

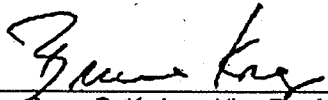
FIFTH: The merger herein certified was authorized in respect of the surviving constituent corporation by the written consent of the holders of all outstanding shares of the corporation entitled to vote on the plan of the merger.

SIXTH: The merger herein certified was authorized in respect of the merged constituent corporation in accordance with the laws of its jurisdiction of incorporation and is in compliance with said laws.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.


Executed on this 7th day of October, 2004

BLYTH HOME EXPRESSIONS, INC., a Delaware Corporation

By: 
 Name: Bruce D. Kreiger, Vice President of shareholder, constituting the holder of all of the outstanding shares entitled to vote of Endar Corp. on the merger of the corporation

AND

BLYTH HOME EXPRESSIONS, INC., a Delaware Corporation

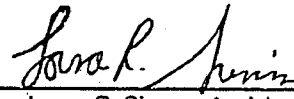
By: 
Name: Bruce D. Kreiger, Vice President of shareholder, constituting the holder of all of the outstanding shares entitled to vote of Candle Corporation of America on the merger of the corporation

AND

ENDAR CORP., a California Corporation

By: 
Name: Bruce D. Kreiger, Vice President

ENDAR CORP., a California corporation

By: 
Name: Lorna R. Simms, Assistant Secretary

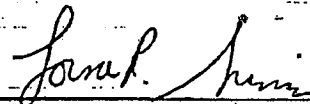
AND

CANDLE CORPORATION OF AMERICA, a New York corporation

By: 
Name: Bruce D. Kreiger, Vice President

AND

CANDLE CORPORATION OF AMERICA, a New York corporation

By: 
Name: Lorna R. Simms, Assistant Secretary

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CONSENTING OR VOTING CORPORATE SHAREHOLDER

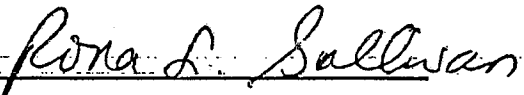
STATE OF CONNECTICUT)
) ss:
COUNTY OF FAIRFIELD)

Bruce D. Kreiger, being duly sworn, deposes and says that he is the Vice President of Blyth Home Expressions, Inc., the corporation which signed the foregoing certificate of merger in the capacity of a shareholder of Endar Corp.; that he signed the foregoing certificate in the corporate name and affixed the corporate seal thereto by order of the Board of Directors of said corporate shareholder; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.



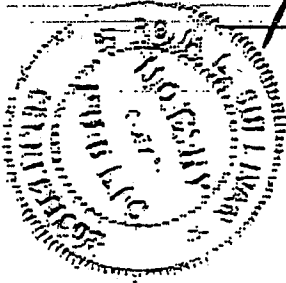
Name: Bruce D. Kreiger
Vice President of Blyth Home Expressions, Inc.

Subscribed and sworn to before me
on October 7, 2004



and

RONA L. SULLIVAN
NOTARY PUBLIC
MISSION EXPIRES 04/30/2009
2009



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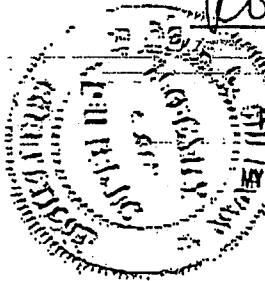
STATE OF CONNECTICUT)
) ss:
COUNTY OF FAIRFIELD)

Bruce D. Kreiger, being duly sworn, deposes and says that he is the Vice President of Blyth Home Expressions, Inc., the corporation which signed the foregoing certificate of merger in the capacity of a shareholder of Candle Corporation of America; that he signed the foregoing certificate in the corporate name and affixed the corporate seal thereto by order of the Board of Directors of said corporate shareholder; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.

Name: Bruce D. Kreiger
Vice President of Blyth Home Expressions, Inc.

Subscribed and sworn to before me
on October 7, 2004

Rona L. Sullivan



RONA L. SULLIVAN
NOTARY PUBLIC
MY COMMISSION EXPIRES 11/27/2009
3609

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(BLYTH\0007\LA127595.DOC) 6 of 6
Certificate of Merger (Endar into Candle Corporation of America)
New York Form Merger