

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Splitco, Inc.		11/23/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Dial Holdings, Inc.
Street Address:	15501 North Dial Boulevard
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85260
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1236014	COMBAT
Registration Number:	1965721	COMBAT LABS
Registration Number:	2229655	COMBAT
Registration Number:	1762383	COMBAT
Registration Number:	2049838	
Registration Number:	1762384	
Registration Number:	1023036	SOFT SCRUB
Registration Number:	1624337	
Registration Number:	1620736	

CORRESPONDENCE DATA

Fax Number: (312)698-2123
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-861-8019
 Email: david.j.davis@bakernet.com

CH \$240.00 1236014

Correspondent Name: David J. Davis
Address Line 1: 130 E. Randolph Drive
Address Line 2: Suite 3500
Address Line 4: Chicago, ILLINOIS 60601

NAME OF SUBMITTER:	David J. Davis
Signature:	//David J. Davis//
Date:	06/17/2005

Total Attachments: 6

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Delaware

PAGE 1

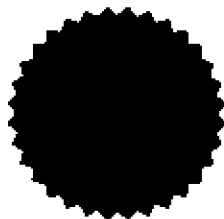
The First State

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 RESTATED CERTIFICATE OF "SPLITCO, INC.", CHANGING ITS NAME FROM "SPLITCO, INC." TO "DIAL HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2004, AT 5:43 O'CLOCK P.M.

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

3865997 0100

040847186



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3498675

DATE: 11-23-04

TRADEMARK
REEL: 003107 FRAME: 0402

**FIRST AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF**

SPLITCO, INC.

(Pursuant to Sections 242 and 245 of the Delaware General Corporation Law)

I, THE UNDERSIGNED, the Assistant Secretary of Splitco, Inc. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), do hereby certify as follows:

1. The name of the Corporation is Splitco, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 20, 2004.
2. This Amended and Restated Certificate of Incorporation amends and restates the provisions of the original Certificate of Incorporation and was duly adopted in accordance with Sections 242 and 245 of the DGCL.
3. The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the corporation is Dial Holdings, Inc. (hereinafter referred to as the "Corporation").

SECOND: The registered office of the Corporation is to be located at 615 South DuPont Highway, in the City of Dover, in the County of Kent, in the State of Delaware. The name of its registered agent at that address is Capitol Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 1000 shares of common stock and the par value of each of such shares is \$0.01.

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:43 PM 11/23/2004
FILED 05:43 PM 11/23/2004
SRV 040647186 - 3665997 FILE

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such

powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SIXTH: The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

SEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all

the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

NINTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the Delaware General Corporation Law, as the same may be amended or supplemented.

IN WITNESS WHEREOF, I have hereunto set my hand the 23rd day of
November, 2004.

By: 
Name: Timothy C. Hart
Title: Assistant Secretary