

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/11/2002		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Flair-New Castle, Inc.		09/11/2002	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
Name:	Flair Corporation		
Street Address:	4647 S.W. 40th Avenue		
City:	Ocala		
State/Country:	FLORIDA		
Postal Code:	34474-5799		
Entity Type:	CORPORATION:		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	73511197	HYDROGARD	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(202)861-7183		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(202) 861-1500		
Email:	trademarks@bakerlaw.com		
Correspondent Name:	Baker & Hostetler LLP		
Address Line 1:	1050 Connecticut Avenue		
Address Line 2:	Washington Sqaure, Suite 1100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036-5304		
ATTORNEY DOCKET NUMBER:	87237-0009		
NAME OF SUBMITTER:	Ellen K. Burke		
Signature:	/ekb/		

CH \$40.00 73511197

Date:

10/31/2005

**Total Attachments: 5**

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# Delaware

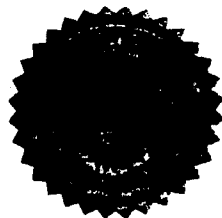
PAGE 1

*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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FLAIR-NEW CASTLE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "FLAIR CORPORATION" UNDER THE NAME OF "FLAIR CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF SEPTEMBER, A.D. 2002, AT 4:30 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2308709 8100M

AUTHENTICATION: 1981579

020572452

DATE: 09-13-02

TRADEMARK  
REEL: 003184 FRAME: 0233

SEP-12-2002 17:18

CT CORPORATION

STATE OF DELAWARE  
SECRETARY OF STATE P. 02/05  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 09/12/2002  
020572452 - 2308709

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
FLAIR NEW-CASTLE, INC.  
INTO  
FLAIR CORPORATION

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Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

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Flair Corporation, a corporation organized and existing under the laws of the state of Delaware (this "Company"), DOES HEREBY CERTIFY:

FIRST: That this Company was incorporated on the 4th day of September 1992, pursuant to the General Corporation Law of the State of Delaware (the "GCL").

SECOND: That this Company owns all of the outstanding shares of common stock, par value \$.01, of Flair-New Castle, Inc., a corporation incorporated on the 27th day of December 1961, pursuant to the GCL.

THIRD: That this Company, by resolutions of its Board of Directors attached hereto as Exhibit A, duly adopted on the 11<sup>th</sup> day of September, 2002 by unanimous written consent and filed with the Minute Book of this Company, determined to merge Flair-New Castle, Inc. with and into this Company.

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TRADEMARK  
REEL: 003184 FRAME: 0234

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by Christopher J. Kearney, its Executive Vice President and Secretary, this 11<sup>th</sup> day of September, 2002.

FLAIR CORPORATION

By: \_\_\_\_\_

  
Christopher J. Kearney  
Executive Vice President and Secretary

Exhibit A

**RESOLUTIONS  
OF  
THE BOARD OF DIRECTORS  
OF  
FLAIR CORPORATION**

**Merger of Flair-New Castle, Inc. with and into the Company**

WHEREAS, the Company is the record and beneficial owner of all of the issued and outstanding shares of common stock, par value \$.01 per share (the "Flair-New Castle Stock"), of Flair-New Castle, Inc., a Delaware corporation ("Flair-New Castle"); and

WHEREAS, the Company desires to merge Flair-New Castle with and into the Company, which shall be the surviving corporation (such corporation, in its capacity as such surviving company, being hereinafter sometimes called the "Surviving Corporation") pursuant to the provisions of section 253 of the General Corporation Law of the State of Delaware (the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the State of Delaware (or at such later time and/or date as may be set forth in such certificate, such date and time being hereinafter referred to as the "Effective Time"), the Company shall merge Flair-New Castle with and into the Company in accordance with the GCL.

RESOLVED, that the terms and conditions of the Merger are as follows:

(1) At the Effective Time, (a) the certificate of incorporation of the Company shall be the certificate of incorporation of the Surviving Corporation until thereafter changed or amended, (b) the bylaws of the Company shall be the bylaws of the Surviving Corporation until thereafter changed or amended and (c) the directors of the Company shall be the directors of the Surviving Corporation, and the officers of the Company shall be the officers of the Surviving Corporation, in each case until their successors are duly elected or appointed and qualified in the manner provided by the certificate of incorporation and bylaws of the Surviving Corporation or as otherwise provided by law.

(2) At the Effective Time, by virtue of the Merger and without any action on the part of the Company, the Surviving Corporation or Flair-New Castle, each issued and outstanding share of Flair-New Castle Stock shall be cancelled and retired without payment of any consideration therefore.

(3) At the Effective Time, the Surviving Corporation shall succeed, without other transfer, to all rights and property of the constituent corporations to the Merger, and shall

be subject to all the debts and liabilities of each of the constituent corporations in the same manner as if the Surviving Corporation had itself incurred them, all with the effect set forth in the GCL.

RESOLVED, that the President or any Vice President of the Company or such other officers of the Company or such other persons as the Board may designate from time-to-time and any additional persons as such officers or designated persons may further designate (each, an "Officer" and together, the "Officers") be, and each of them hereby is, directed and authorized to make, execute and deliver, in the name and on behalf of the Company, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the Merger of Flair-New Castle with and into the Company, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy thereof recorded in the Office of the Recorder of Deeds of the County of New Castle in the State of Delaware.

**General Authorizing Resolutions**

RESOLVED, that each Officer of the Company be, and each of them hereby is, authorized to take or cause to be taken all such further actions and to execute and deliver all such further agreements, indentures, instruments of assumption, documents, certificates, and undertakings in the name of and on behalf of the Company, and to incur all fees and expenses as in his judgment shall be necessary, appropriate, or advisable to carry out and to effect the purpose and intent of the foregoing resolutions and to complete the transactions contemplated thereby.

RESOLVED, that all actions taken prior to the adoption of these resolutions by any Officer of the Company in connection with the matters referred to herein that would have been within the authority conferred hereby had these resolutions predated such actions be, and they hereby are, ratified, confirmed and approved in all respects.