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U.S. DEPARTMENT OF COMMERCE  
PATENT AND TRADEMARK OFFICE

To the Honorable Commissioner

103035362

Attached original documents or copy thereof.

1. Name of conveying party(ies):

La Cornue International, Inc.

- Individual(s)
- General Partnership
- Corporation - Rhode Island
- Other -
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other - To Correct State of Incorporation which was incorrectly identified as a Rhode Island Corporation
- Merger
- Change of Name

Effective Date: April 14, 1998

2. Name and address of receiving party(ies):

La Cornue International, Inc.  
1013 Centre Road  
Wilmington, Delaware 19805

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other -

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2557752	2720841
2627567	2774528

Additional numbers attached?  Yes  No

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5. Name and address of party to whom correspondence concerning document should be mailed:

Perla M. Kuhn, Esq.  
Hughes Hubbard & Reed LLP  
One Battery Park Plaza  
New York, New York 10004-1482  
(212) 837-6550  
[kuhn@hugheshubbard.com](mailto:kuhn@hugheshubbard.com)

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):.....\$115.00

- Enclosed
- Authorized to be charged to deposit account

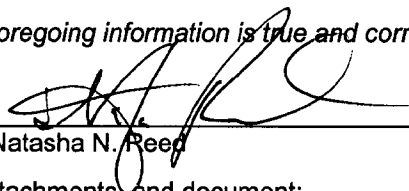
8. Deposit Account No.: 08-3264

DO NOT USE THIS SPACE

9. 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.

Name of Person Signing

  
Natasha N. Reed

Date

7/1/05

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Office of Public Records

Crystal Gateway 4, Room 335, Arlington, VA 22202

07/06/2005 DBYRNE 00000166 2557752

CERTIFICATE OF MAILING

01 FC:8521 40.00 OP

01 FC:8522 75.00 OP

Certificate No.: ET96347561US

I hereby certify that this correspondence is being deposited with the United States Postal Service in an Express Mail envelope addressed to the U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Arlington, VA 22202 on July 1, 2005 (Date of Deposit).

Elaine S. Parker  
Name

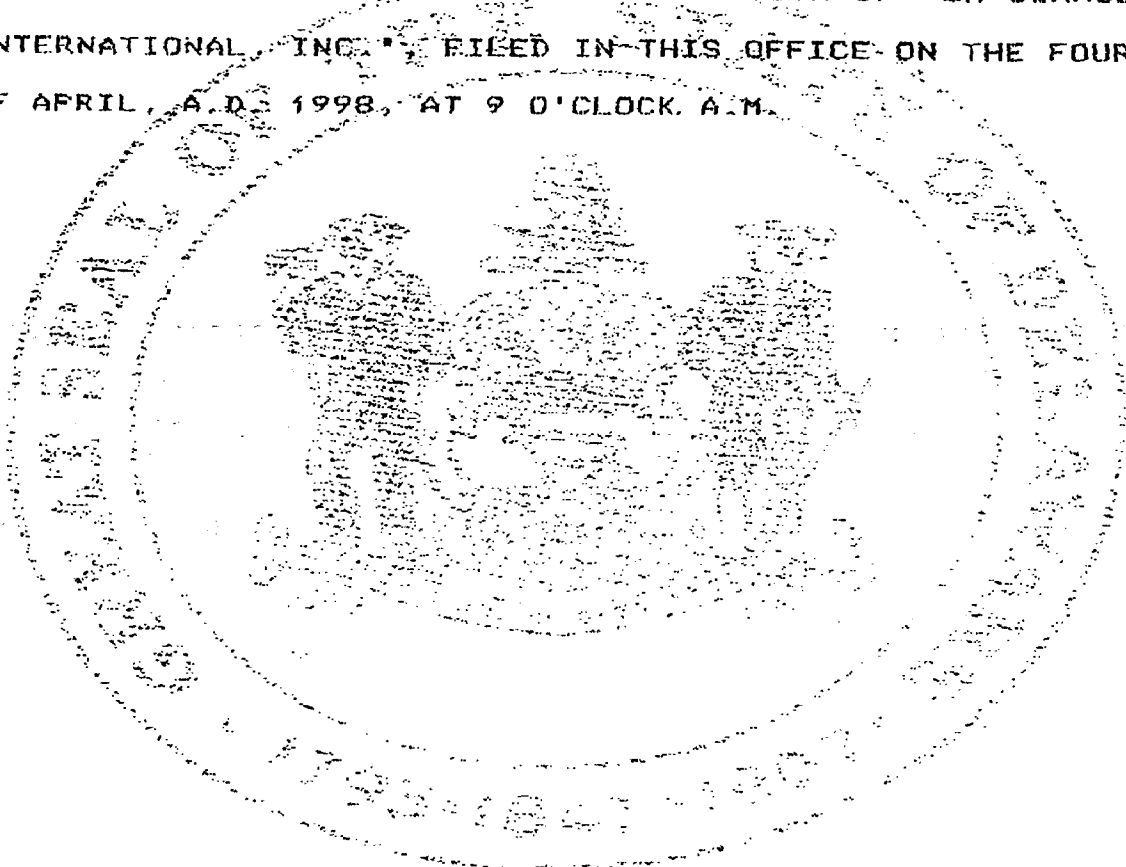
Signature

July 1, 2005  
Date of Signature

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "LA CORNUE INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2883758 8100

DATE:

9025572

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04-14-98

CERTIFICATE OF INCORPORATION  
OF  
LA CORNUE INTERNATIONAL, INC.

FIRST: The name of the Corporation is La Cornue International, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is located at 1013 Centre Road, City of Wilmington, County of New Castle. The name and address of its registered agent is The Prontice-Hall Corporation System, Inc., 1013 Centre Road, Wilmington, Delaware 19805.

THIRD: The purpose of the Corporation is to advertise, market and sell kitchen and cooking equipment and furniture and related items and to engage in any other activity permitted to corporations under Delaware law.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Hundred (100) shares of Common Stock of the par value of One Cent (\$.01) per share, consisting of 83 shares of Class A Common Stock and 17 shares of Class B Common Stock. Except as follows, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges. Upon any liquidation, dissolution or winding up of the Corporation, the holders of Class A Common Stock shall be entitled to be paid, before any distribution or payment is made upon the Common Stock generally, an amount in cash equal to the aggregate cash consideration received by the Corporation in respect of such

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shares. Thereafter, the holders of Class A Common Stock shall be entitled to share ratably in any distribution, if any, to holders of Common Stock.

FIFTH: The name and mailing address of the incorporator is Michael J. Sharon; Nortek, Inc.; 50 Kennedy Plaza; Providence, RI 02903.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: Elections of Directors need not be by written ballot unless the by-laws of the Corporation so provide.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is authorized and empowered to adopt, alter, amend and repeal the by-laws of the Corporation in any manner not inconsistent with the laws of the State of Delaware.

NINTH: To the extent permitted by applicable law, the Corporation shall indemnify its directors, officers, employees and agents (each such person being an "Indemnitee") against, and hold the Indemnitee harmless from, any expense, attorney's fees, court costs, judgments, fines, amounts paid in settlement, loss, liability or damage arising out of any claim asserted or threatened to be asserted by any third party (including any action, suit or proceeding, whether civil, criminal, administrative or investigative) by reason of the fact that the Indemnitee is, are, were or was serving as a director, an officer or other principal of (a) the Corporation or (b) another corporation, partnership, limited liability company, joint venture trust or other enterprise, domestic or foreign at the request of the Corporation.

The Corporation shall advance to the Indemnitee the reasonable costs and expenses of investigating and/or defending any such claim, subject to receiving a written undertaking from the Indemnitee to repay any such amounts advanced to the Indemnitee in the event and to the extent of any subsequent determination that the Indemnitee was not entitled to indemnification hereunder. In the event that an Indemnitee is or becomes a party to any action or proceeding with respect to which indemnification may be sought hereunder, the Indemnitee shall promptly notify the Corporation thereof. Following such notice, the Corporation shall be entitled to participate therein and, to the extent that it may wish, to assume the defense thereof with counsel satisfactory to the Indemnitee in its reasonable judgment. After notice from the Corporation to the Indemnitee of the Corporation's election to assume the defense of such Indemnitee, the Corporation shall not be liable to the Indemnitee hereunder for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation. An Indemnitee shall not settle any action or claim against such Indemnitee without the prior written consent of the Corporation except at such Indemnitee's sole cost and expense.

Notwithstanding anything to the contrary herein contained, an Indemnitee shall not be entitled to indemnification hereunder with respect to any expense, loss, liability or damage (i) if he or she is found to be in breach of his or her duty of loyalty to the Corporation or to its stockholders, (ii) which was caused by his or her own gross

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negligence, willful misconduct or reckless disregard of his or her duties to the Corporation, (iii) if he or she is found to have participated in any transaction or arrangement to which the Corporation was a party and from which he or she derived an improper personal benefit, (iv) if he or she is found to have acted in bad faith or to have omitted to act in good faith or (v) if such expense, loss, liability or damage is established pursuant to Section 174 of the General Corporation Law of the State of Delaware.

The right to indemnification granted herein shall not apply to any expense, loss, liability or damage incurred in connection with an action, suit or proceeding in which the Corporation is a party adverse to an Indemnitee hereunder.

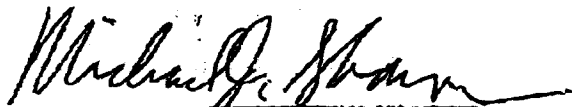
TENTH: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any statutory provision) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

TWELFTH: A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended. No amendment or

repeal of this Article TWELFTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Laws of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 13 day of April, 1998.

  
Michael J. Sharon