

**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>
Lifetime Hoan Corporation		06/09/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Lifetime Brands, Inc.		
<b>Street Address:</b>	One Merrick Road		
<b>City:</b>	Westbury		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11590		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	78402512	:USEABLES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)704-5987		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2127046125		
<b>Email:</b>	kzielaznicki@troutmansanders.com		
<b>Correspondent Name:</b>	Karl M. Zielaznicki, Esq.		
<b>Address Line 1:</b>	Troutman Sanders LLP c/o TM Docket Clerk		
<b>Address Line 2:</b>	600 Peachtree St., NE, Suite 5200		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30308-2216		
<b>ATTORNEY DOCKET NUMBER:</b>	356464.000544		
<b>NAME OF SUBMITTER:</b>	Karl M. Zielaznicki, Esq.		
<b>Signature:</b>	/kmz/		
<b>Date:</b>	03/03/2006		

OP \$40.00 78402512

Total Attachments: 3

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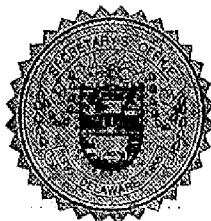
# Delaware

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 AMENDMENT OF "LIFETIME HOAN CORPORATION", CHANGING ITS NAME FROM "LIFETIME HOAN CORPORATION" TO "LIFETIME BRANDS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 2005, AT 2:08 O'CLOCK P.M.

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



2024122 8100

050483021

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3939098

DATE: 06-09-05

TRADEMARK  
REEL: 003258 FRAME: 0087

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:20 PM 06/09/2005  
FILED 02:08 PM 06/09/2005  
SRV 050483021 - 2024122 FILE

CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
LIFETIME HOAN CORPORATION

Pursuant to Section 242 of the Delaware  
General Corporation Law

LIFETIME HOAN CORPORATION, a Delaware corporation, hereby certifies as follows:

FIRST: The Restated Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation by deleting in its entirety Article FIRST of the Restated Certificate of Incorporation and inserting a new Article FIRST which reads as follows:

FIRST: The name of the corporation is LIFETIME BRANDS, INC.

SECOND: The Restated Certificate of Incorporation of the Corporation is hereby amended to delete provisions regarding the reclassification of the former shares of Common Stock of the par value of One Dollar (\$1.00) per share of the Corporation into shares of Common Stock of the par value of One Cent (\$.01) per share of the Corporation, which reclassification took place upon the filing on April 23, 1991 of the Restated Certificate of Incorporation of the Corporation, by deleting in its entirety the second paragraph of Article FOURTH of the Restated Certificate of Incorporation.

1-NY/287374.3

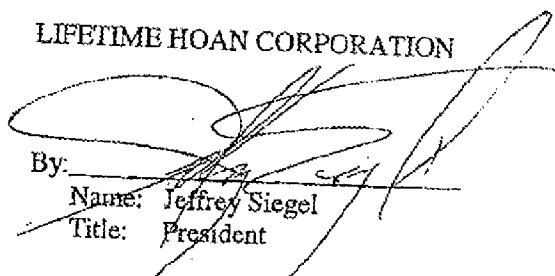
THIRD: The Restated Certificate of Incorporation of the Corporation is hereby amended to permit the Board of Directors of the Corporation to adopt, amend or repeal By-Laws of the Corporation by adding a new Article SEVENTH which reads as follows:

SEVENTH: The Board of Directors of the Corporation may make By-Laws and from time to time may alter, amend or repeal By-Laws.

FOURTH: This Amendment to the Restated Certificate of Incorporation of the Corporation was duly adopted by the Board of Directors and by the holders of the outstanding stock of the Corporation entitled to vote thereon in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Restated Certificate of Incorporation of the Corporation to be executed by its President this 7th day of June, 2005.

LIFETIME HOAN CORPORATION

By:   
Name: Jeffrey Siegel  
Title: President