

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/01/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rochard, Inc		03/01/2004	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Syratech Corporation		
Street Address:	175 McClellan Highway		
City:	East Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02128		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2866401	ROCHARD	
Serial Number:	76536081	ROCHARD LIMOGES ORIGINAL	
CORRESPONDENCE DATA			
Fax Number:	(415)984-8300		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	415-984-8287		
Email:	jbegler@nixonpeabody.com		
Correspondent Name:	Jay Begler		
Address Line 1:	2 Embarcadero Center		
Address Line 2:	27th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	809438/000005		
NAME OF SUBMITTER:	Jay Begler		

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REEL: 003291 FRAME: 0691

Signature:

/Jay Begler/

Date:

04/18/2006

Total Attachments: 8

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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 MERGER, WHICH MERGES:

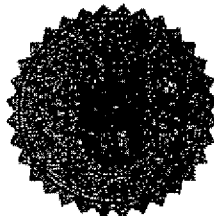
"ROCHARD, INC.", A NEW YORK CORPORATION,

WITH AND INTO "SYRATECH CORPORATION" UNDER THE NAME OF "SYRATECH CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MARCH, A.D. 2004, AT 5:12 O'CLOCK P.M.

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

2087251 8100M

040180747

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2981429

DATE: 03-10-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:27 PM 03/10/2004
FILED 05:12 PM 03/10/2004
SRV 040180747 - 2087251 FILE

CERTIFICATE OF MERGER

OF

ROCHARD, INC.

AND

SYRATECH CORPORATION

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Rochard, Inc., which is incorporated under the laws of the State of New York; and

(ii) Syratech Corporation, which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Rochard, Inc. in accordance with the laws of the State of its incorporation and by Syratech Corporation in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Syratech Corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Syratech Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 175 McClellan Highway, East Boston, MA 02128

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6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Rochard, Inc. consists of 100 shares without par value.

Dated: March 1, 2004

SYRATECH CORPORATION

By: 

Robert Meers, President and CEO

ROCHARD, INC.

By: 

Gregory W. Hunt, Vice President and CFO

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Certificate of Merger
Of
ROCHARD, INC.
(a New York corporation)
into
SYRATECH CORPORATION
(a Delaware corporation)

Under Section 907 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 foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is Syratech Corporation. The jurisdiction of its incorporation is Delaware; and the date of its incorporation therein is April 1, 1986.

An Application for Authority in the State of New York of the surviving constituent corporation to transact business as a foreign corporation therein was filed with the Department of State of the State of New York on October 20, 1986. The surviving constituent corporation was annulled on September 27, 1995 pursuant to Section 203b of the New York Tax Law.

THIRD: The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is Rochard, Inc. The date upon which its certificate of incorporation was filed under the name Rochard Imports Incorporated by the Department of State is October 31, 1972.

FOURTH: As to the 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, is as follows:

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Rochard, Inc.:

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
N/A	100	N/A	N/A

Syrtech Corporation

The aggregate market value of voting stock held by non-affiliates is not applicable as no public market for the voting stock of the registrant exists. Number of the registrant's Shares of Common Stock, Par Value \$0.01 per share, outstanding at March 31, 2003 is 3,784,018.

FIFTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of holders of outstanding shares of the corporation entitled to vote on the plan of merger, having not less than the minimum requisite proportion of votes, which has been given in accordance with section 615 of the Business Corporation Law of the State of New York. Written notice has been given as and to the extent required by the said section 615.

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

SEVENTH: The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the merged constituent corporation to receive payment for their shares against the surviving constituent corporation.

EIGHTH: The surviving constituent corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the merged constituent corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

NINTH: The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address within the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is:

Corporation Service Company
80 State Street
Albany, NY 12207-2543



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TENTH: The constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the constituent domestic corporation has been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the said Department of Taxation and Finance by the constituent domestic corporation.

Signed on March 9, 2004

ROCHARD, INC.

By: 

Gregory W. Hunt, Vice President and
Chief Financial Officer

SYRATECH CORPORATION

By: 

Robert Meers, President and
Chief Executive Officer

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CERTIFICATE OF MERGER

OF

ROCHARD, INC.

INTO

SYRATECH CORPORATION

Section 907 of the Business Corporation Law

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2004 MAR 11 AM 9:01

JAC/HST

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 31 2004

TAX \$

BY: *JAC**Onon*

Filer: Syratech Corporation
175 McClellan Hwy.
East Boston, MA 02128
Cust. Ref#469513HXM

DRAWDOWN

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2004 MAR 25 AM 11:03

2004 MAR 31 AM 10:43

FILED

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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 **March 31, 2004**



A handwritten signature in black ink, appearing to read "R. A. S.", written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)