

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| GEMINI INDUSTRIES, INC. | | 12/20/2004 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | PHILIPS ELECTRONICS NORTH AMERICA CORPORATION | | |
| Street Address: | 1251 AVENUE OF THE AMERICAS | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10020-1104 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1433590 | GEMINI | |
| Registration Number: | 1400187 | GEMINI | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (908)654-7866 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 908-654-5000 | | |
| Email: | trademarkadmin@ldlkm.com | | |
| Correspondent Name: | Lerner David Littenberg Krumholz & Mentl | | |
| Address Line 1: | 600 South Avenue West | | |
| Address Line 4: | Westfield, NEW JERSEY 07090 | | |
| ATTORNEY DOCKET NUMBER: | GEM 10.1-038/041 | | |
| NAME OF SUBMITTER: | PAUL H. KOCHANSKI | | |
| Signature: | /PAUL H. KOCHANSKI/ | | |
| Date: | 05/26/2006 | | |

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Total Attachments: 3

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Delaware

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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:

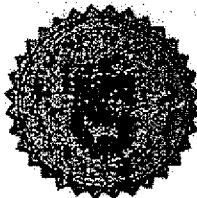
"GEMINI INDUSTRIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION" UNDER THE NAME OF "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2004, AT 5:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2005, AT 12:02 O'CLOCK P.M.

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

2134316 8100M

040942180



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3581643

DATE: 12-28-04

Secretary of State
Division of Corporations
Delivered 05:35 PM 12/27/2004
FILED 05:21 PM 12/27/2004
SRV 040942180 - 2134316 FILE

CERTIFICATE OF MERGER

OF

GEMINI INDUSTRIES, INC.

AND

PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

It is hereby certified that:

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

(i) Gemini Industries, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) Philips Electronics North America 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 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Philips Electronics North America 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 Philips Electronics North America 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:

Philips Electronics North America Corporation
1251 Avenue of the Americas
New York, NY 10020-1104

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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 Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 12:02 A.M. on January 1, 2005.

8. The merger is intended to qualify under the provisions of Internal Revenue Code Section 368(a)(1)(A).

Dated: December 20, 2004

GEMINI INDUSTRIES, INC.


By:


Sijze W. Plokker, Executive Vice President

Dated: December 20, 2004

PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

By:


Sijze W. Plokker, Senior Vice President