

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 |
|---------------------------------|----------|----------------|-------------------------|
| Best Brands Home Products, Inc. | | 01/11/2006 | CORPORATION: NEW JERSEY |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | Best Brands Consumer Products, Inc. |
| Street Address: | 20 West 33rd Street |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10001 |
| Entity Type: | CORPORATION: NEW JERSEY |

PROPERTY NUMBERS Total: 31

| Property Type | Number | Word Mark |
|----------------------|---------|------------------|
| Registration Number: | 3012479 | SOFT TOUCH |
| Registration Number: | 2969488 | IT'S IN THE LOOP |
| Registration Number: | 2855749 | ULTRA COTTON |
| Registration Number: | 2855748 | FLANNEL PLUS |
| Registration Number: | 2868823 | WAFFLE PLUS |
| Registration Number: | 2855747 | ULTRA FLANNEL |
| Registration Number: | 2828703 | ULTRA WAFFLE |
| Registration Number: | 2855737 | COTTON PLUS |
| Registration Number: | 2761443 | TERRY PLUS |
| Registration Number: | 2915344 | WIPE & CLEAN |
| Registration Number: | 2885357 | ULTRA WEAVE |
| Registration Number: | 2905563 | SPARKLY CLEAN |
| Registration Number: | 3003191 | FREEDOM |

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|----------------------|---------|---------------------|
| Registration Number: | 2755795 | ULTRA TERRY |
| Registration Number: | 2861713 | GRILL CLOTHS |
| Registration Number: | 2888283 | FREEDOM WIPES |
| Registration Number: | 2658311 | THE GREAT OUTDOORS |
| Registration Number: | 2755029 | KIDS @ HOME |
| Registration Number: | 2163795 | SEASONS OF STYLE |
| Registration Number: | 2163694 | THICK & THIRSTY |
| Registration Number: | 2160265 | BATH EQUIPMENT |
| Registration Number: | 2156570 | SAF-T-STEP |
| Registration Number: | 2161695 | HOME EQUIPMENT |
| Registration Number: | 2143744 | KITCHEN OUTFITTERS |
| Registration Number: | 2160234 | GOURMET CLUB |
| Registration Number: | 2146232 | KITCHEN BLUES |
| Registration Number: | 2146231 | KITCHEN INGREDIENTS |
| Registration Number: | 2160233 | GOURMET WOVENS |
| Registration Number: | 1810287 | KITCHEN IN A BAG |
| Registration Number: | 1758419 | BEST BRANDS |
| Registration Number: | 1373890 | ROYAL SPLENDOR |

CORRESPONDENCE DATA

Fax Number: (718)859-3044
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 718-859-8009
Email: mcohen@ipcases.com
Correspondent Name: Morris E. Cohen
Address Line 1: 1122 Coney Island Avenue, Suites 216-217
Address Line 4: Brooklyn, NEW YORK 11230

| | |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 5039.047 |
| NAME OF SUBMITTER: | Morris E. Cohen |
| Signature: | /morris cohen/ |
| Date: | 09/19/2006 |

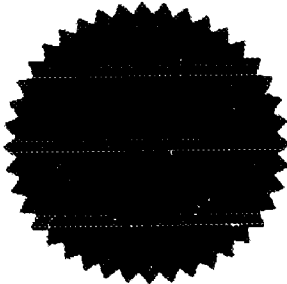
Total Attachments: 2

source=5039.000 Corporate Name Change - Amendment of Certificate of Incorporation (reduced file size)#page1.tif
source=5039.000 Corporate Name Change - Amendment of Certificate of Incorporation (reduced file size)#page2.tif

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

BEST BRANDS CONSUMER PRODUCTS, INC.
0100192313

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
Certificate of Amendment on January 11th, 2006
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this*

Treasurer



New Jersey Department of State
 Division of Commercial Recording
 Certificate of Amendment to the
 Certificate of Incorporation
 (For Use of Non-Profit Corporations)

C-102A Rev 12/03

FILED
 JAN 11 2006
 STATE TREASURER

"Federal Employer Identification No." 22-2132661

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, Chapter 9 of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

- The name of the corporation is: BEST BRANDS HOME PRODUCTS, INC.
- The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 9th day of January, ~~200~~ 2006.

Resolved, that Article 1 of the Certificate of Incorporation be amended to read as follows:

"1. The name of the corporation (hereinafter called the "corporation") is BEST BRANDS CONSUMER PRODUCTS, INC."

- The number of shares outstanding at the time of the adoption of the amendment was 1,000.
 The total number of shares entitled to vote thereon was 1,000.

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number if outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

- The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

| <u>Number of Shares Voting for Amendment</u> | <u>Number of Shares Voting Against Amendment</u> |
|--|--|
| 1,000 | None |

- If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).
- Other provisions: (Omit if not applicable).

BEST BRANDS HOME PRODUCTS, INC.
 (Corporate Name)

By: [Signature]
 (Signature)
Jack A. Kapsin, President
 (Type Name and Title)

Dated this 9th day of January, 2006, ~~pc~~

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

The purpose of this form is to simplify the filing requirements of the Secretary of State and does not replace the need for competent legal advice.

0100192313