

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RII Acquisition Corp.		11/16/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Risdon International, Inc.
Street Address:	1100 Buckingham Street
City:	Watertown
State/Country:	CONNECTICUT
Postal Code:	06795
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1220548	RISDON
Registration Number:	2217415	COLORTOUCH
Registration Number:	2563989	TRIMLINE
Registration Number:	2419755	COLORSEAL
Registration Number:	2807326	COLORPOUR
Registration Number:	3106909	TRIMGLIDE
Registration Number:	3211927	SLIMGLIDE
Serial Number:	77031239	THE POWER OF PACKAGING
Registration Number:	2347564	SINUSOIDAL BRUSH
Serial Number:	78910182	FLEXTOUCH

CORRESPONDENCE DATA

Fax Number: (203)327-1096
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (203) 324-6155

OP \$265.00 1220548

Email: ccobb@ssjr.com
Correspondent Name: Stephen P. McNamara
Address Line 1: 986 Bedford Street
Address Line 2: St. Onge Steward Johnston & Reens LLC
Address Line 4: Stamford, CONNECTICUT 06905

ATTORNEY DOCKET NUMBER:	505, 506 AND 512-G0000
NAME OF SUBMITTER:	Stephen P. McNamara
Signature:	/Stephen P. McNamara/
Date:	09/17/2007

Total Attachments: 6

source=Change of Name to Risdon International, Inc#page1.tif
source=Change of Name to Risdon International, Inc (2)#page1.tif
source=Change of Name to Risdon International, Inc (3)#page1.tif
source=Change of Name to Risdon International, Inc (4)#page1.tif
source=Change of Name to Risdon International, Inc (5)#page1.tif
source=Change of Name to Risdon International, Inc (6)#page1.tif

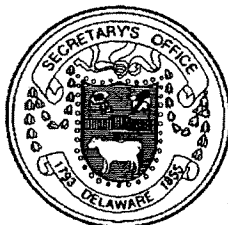
Delaware

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 RESTATED CERTIFICATE OF "RII ACQUISITION CORP.", CHANGING ITS NAME FROM "RII ACQUISITION CORP." TO "RISDON INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2006, AT 1:15 O'CLOCK P.M.

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



4236655 8100

061056474

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5206893

DATE: 11-17-06

TRADEMARK
REEL: 003622 FRAME: 0021

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
RII ACQUISITION CORP.**

(Pursuant to Section 242 and 245
of the Delaware General Corporation Law)

RII Acquisition Corp., a Delaware corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law") does hereby certify as follows:

1. The name of the corporation (hereinafter called the "Corporation") is RII Acquisition Corp. and the date of filing the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is October 17, 2006.
2. The certificate of incorporation of the Corporation is hereby amended by striking out Article I thereof and by substituting in lieu thereof a new Article I which is set forth in the Certificate of Incorporation hereinafter provided for.
3. The provisions of the certificate of incorporation of the Corporation as heretofore amended and/or supplemented, and as herein amended, are hereby restated and integrated into the single instrument which is hereinafter set forth, and which is entitled Certificate of Incorporation of Risdon International, Inc.
4. The amendment and the restatement herein certified have been duly adopted by at least a majority of the directors who have been elected and qualified in the manner and by the vote prescribed by Section 242 and Section 245 of the General Corporation Law of the State of Delaware.
5. The certificate of incorporation of the Corporation, as amended and restated herein, shall at the effective time of this Second Amended and Restated Certificate of Incorporation, read as follows:

"Certificate of Incorporation

of

Risdon International, Inc.

ARTICLE I

The name of the corporation is "Risdon International, Inc." (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of the registered agent of the Corporation in the State of Delaware is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is as follows:

(a) One Million (1,000,000) shares of common stock, par value of \$0.001 per share; and

(b) One Hundred Thousand (100,000) shares of preferred stock, par value of \$0.001 per share, as to which the Board of Directors of the Corporation is expressly authorized to provide for the issuance thereof in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors of the Corporation providing for the issuance of such class or series and as may be permitted by the General Corporation Law, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

ARTICLE V

The name and the mailing address of the incorporator is:

Robert L. Lawrence
c/o Kane Kessler, P.C.
1350 Avenue of the Americas, 26th floor
New York, New York 10019

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

ARTICLE VIII

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation; provided, however, that any provision for the classification of Directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote for the Corporation unless provisions for such classification shall be set forth in this Certificate of Incorporation.

3. Whenever the Corporation shall be authorized to issue only one class of stock,

each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of Section 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

ARTICLE IX

No director of the Corporation shall have any personal liability to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision eliminating such personal liability of a director shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended. Any repeal or modification of this Article NINTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

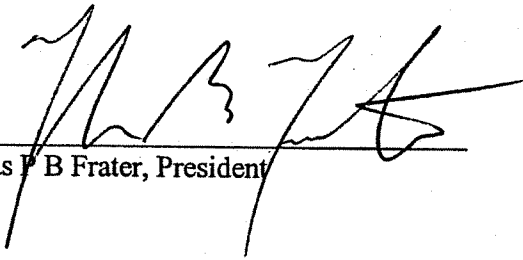
ARTICLE X

The Corporation shall, to the fullest extent permitted by the General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under the General Corporation Law from and against any and all of the expenses, liabilities or other matters referred to in or covered by the General Corporation Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed on November 16 2006



Thomas F B Frater, President

257267.4