

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/18/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Holmes Group		07/18/2005	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	JCS/THG, LLC
Street Address:	1 Holmes Way
City:	Milford
State/Country:	MASSACHUSETTS
Postal Code:	01757-3593
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2656641	SEAL-A-MEAL

CORRESPONDENCE DATA

Fax Number: (561)912-4182
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 5619125185
 Email: tcreator@jardencs.com
 Correspondent Name: Lawrence J. Shurupoff
 Address Line 1: 2381 Executive Center Drive
 Address Line 4: Boca Raton, FLORIDA 33431

ATTORNEY DOCKET NUMBER:	HOLMKIT49719
NAME OF SUBMITTER:	Lawrence J. Shurupoff
Signature:	/Lawrence J. Shurupoff/

CH \$40.00 2656641

Date:

12/12/2007

Total Attachments: 3

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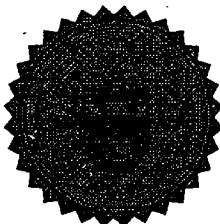
Delaware

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 MERGER, WHICH MERGES:

"THE HOLMES GROUP, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "JCS/THG, LLC" UNDER THE NAME OF "JCS/THG, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JULY, A.D. 2005, AT 1:16 O'CLOCK P.M.



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050836404

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4222749

DATE: 10-13-05

TRADEMARK
REEL: 003676 FRAME: 0362

CERTIFICATE OF MERGER

OF

THE HOLMES GROUP, INC.

AND

JCS/THG, LLC

It is hereby certified that:

1. The constituent business entities participating in the merger (collectively, the "Constituent Entities") herein certified are:

(i) The Holmes Group, Inc., which is organized under the laws of the Commonwealth of Massachusetts; and

(ii) JCS/THG, LLC, which is organized under the laws of the State of Delaware.

2. An Agreement and Plan of Merger dated as of June 28, 2005 (as amended or supplemented from time to time, the "Merger Agreement"), among Jarden Corporation, The Holmes Group, Inc., JCS/THG, LLC and the other parties on the signature pages thereto has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid Constituent Entities in accordance with the provisions of subsection (b) of Section 18-209 of the Delaware Limited Liability Company Law, to wit, by The Holmes Group, Inc. in accordance with the laws of the State of its incorporation and by JCS/THG, LLC in the same manner as is provided in the Delaware General Limited Liability Company Law.

3. The name of the surviving entity in the merger is JCS/THG, LLC, which will continue its existence as said surviving entity under its present name upon the effective date of said merger pursuant to the provisions of the Delaware Limited Liability Company Law.

4. The Certificate of Formation of JCS/THG, LLC, as now in force and effect, shall continue to be the Certificate of Formation of said surviving entity until amended and changed pursuant to the provisions of the Delaware Limited Liability Company Law.

5. The executed Merger Agreement between the aforesaid Constituent Entities is on file at a place of business of the aforesaid surviving entity, the address of which is as follows: One Holmes Way, Milford, Massachusetts 01757.

6. A copy of the aforesaid Merger Agreement will be furnished by the aforesaid surviving entity, on request, and without cost, to any stockholder of extinguishing foreign corporation or any member of the limited liability company.

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IN WITNESS WHEREOF, JCS/THG, LLC, the surviving entity, has caused this Certificate of Merger to be duly executed by its authorized officer, this 12th day of July, 2005.

JCS/THG, LLC

By: 

Name: Desiree DeStefano

Title: Vice President

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