

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/30/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JCS/THG, LLC		06/30/2006	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Sunbeam Products, Inc.		
Street Address:	2381 Executive Center Drive		
City:	Boca Raton		
State/Country:	FLORIDA		
Postal Code:	33431		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1093188	RIVAL	
Registration Number:	2751031	RIVAL	
CORRESPONDENCE DATA			
Fax Number:	(314)345-6060		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	314-345-6000		
Email:	smurphy@blackwellsanders.com		
Correspondent Name:	Samuel Digirolamo		
Address Line 1:	720 Olive Street		
Address Line 2:	Suite 2400		
Address Line 4:	St. Louis, MISSOURI 63101		
ATTORNEY DOCKET NUMBER:	718642.RIVA OPPOSITION		
NAME OF SUBMITTER:	Samuel Digirolamo		

TRADEMARK

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REEL: 003742 FRAME: 0348

OP \$65.00 1093188

Signature:	/Samuel Digirolamo/
Date:	03/18/2008
<b>Total Attachments: 4</b> source=Merger.JCS-THG.to.Sunbeam.Products#page1.tif source=Merger.JCS-THG.to.Sunbeam.Products#page2.tif source=Merger.JCS-THG.to.Sunbeam.Products#page3.tif source=Merger.JCS-THG.to.Sunbeam.Products#page4.tif	

# Delaware

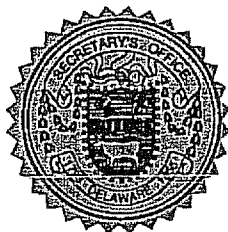
PAGE 1

*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 CERTIFICATE OF MERGER, WHICH MERGES:

"JCS/THG, LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
WITH AND INTO "SUNBEAM PRODUCTS, INC." UNDER THE NAME OF  
"SUNBEAM PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 9:24  
O'CLOCK A.M.

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



0924135 8100M

060629809

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4869946

DATE: 06-30-06

TRADEMARK  
REEL: 003742 FRAME: 0350

**CERTIFICATE OF MERGER**

**OF**

**JCS/THG, LLC**

**INTO**

**SUNBEAM PRODUCTS, INC.**

Sunbeam Products, Inc. ("Sunbeam"), a corporation formed under the laws of the State of Delaware, hereby certifies as follows:

*First:* The name and state of incorporation/formation of each of the constituent business entities of the merger (collectively, the "Constituent Entities") are as follows:

1. JCS/THG, LLC, which is organized under the laws of the State of Delaware;  
and
2. Sunbeam Products, Inc, which is incorporated under the laws of the State of Delaware.

*Second:* An Agreement and Plan of Merger dated as of June 30, 2006 (the "Merger Agreement"), by and between Sunbeam and JCS/THG, LLC, a Delaware limited liability company, has been approved, adopted, certified, executed and acknowledged by each of the aforesaid Constituent Entities in accordance with the provision of subsection (b) of Section 18-209 of the Delaware Limited Liability Company Law by JCS/THG, LLC and in accordance Section 251(c) of the Delaware General Corporation Law (the "DGCL") by Sunbeam.

*Third:* The name of the surviving corporation is Sunbeam Products, Inc., 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 DGCL.

*Fourth:* The Certificate of Incorporation of Sunbeam shall be the Certificate of Incorporation of the surviving corporation.

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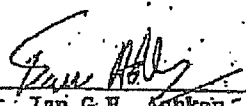
*Fifth:* The executed Merger Agreement is on file at the office of the surviving corporation located at 2381 Executive Center Drive, Boca Raton, FL 33431.

*Sixth:* A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the Delaware corporation or any member of the extinguishing limited liability company.

*Seventh:* The merger shall be effective immediately upon the filing of this Certificate of Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, Sunbeam, the surviving corporation, has caused this  
Certificate of Merger to be duly executed by its authorized officer, this 30th day of June, 2006.

SUNBEAM PRODUCTS, INC.

By:   
Name: Ian G.H. Ashken  
Title: Vice President and  
Treasurer