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
Playtex Products, Inc.		10/01/2008	CORPORATION:

RECEIVING PARTY DATA

Name:	Playtex Products, LLC
Street Address:	6 Research Drive
City:	Shelton
State/Country:	CONNECTICUT
Postal Code:	06484
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	77522298	BPA FREE · BISPHENOL-A FREE · PHTHALATE FREE
Serial Number:	77472455	BPA FREE SANS BPA · PHTHALATE FREE · SANS PHTALATES
Serial Number:	77464705	BPA FREE BISPHENOL-A FREE PHTHALATE FREE

CH $90.00 77522298

CORRESPONDENCE DATA

Fax Number: (212)732-3232
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: auslander@clm.com
Correspondent Name: Rose Auslander, Esq.
Address Line 1: 2 Wall Street
Address Line 2: Carter Ledyard & Milburn LLP
Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER:	PLA21 291, 305, 329
NAME OF SUBMITTER:	Rose Auslander, Esq.

Signature:	/roseauslander/
Date:	02/12/2009

Total Attachments: 14
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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "PLAYTEX PRODUCTS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE FIRST DAY OF OCTOBER, A.D. 2007, AT 12:17 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "PLAYTEX PRODUCTS, INC." TO "PLAYTEX PRODUCTS, LLC", FILED THE FIRST DAY OF OCTOBER, A.D. 2008, AT 4:10 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE FIRST DAY OF OCTOBER, A.D. 2008, AT 4:10 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIRST DAY OF OCTOBER, A.D. 2008, AT 4:41 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRD DAY OF OCTOBER, A.D. 2008, AT 10:37 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRD DAY OF OCTOBER, A.D. 2008, AT 11:33 O'CLOCK A.M.

2171383 8100X

090063682

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7097167

DATE: 01-23-09

You may verify this certificate online at corp.delaware.gov/authver.shtml

Exhibit A

RESTATED CERTIFICATE OF INCORPORATION
OF
PLAYTEX PRODUCTS, INC.

- **First:** The name of this Corporation is Playtex Products, Inc.

- **Second:** Its registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The registered agent in charge thereof is The Corporation Trust Company.

- **Third:** 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 of the State of Delaware.

- **Fourth:** The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of common stock of the par value of One Dollar ($1.00) each, amounting in the aggregate to One Hundred Dollars ($100.00).

TRADEMARK
REEL: 003934 FRAME: 0661

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:40 PM 10/01/2007
FILED 12:17 PM 10/01/2007
SRV 071069843 - 2171383 FILE

RESTATED CERTIFICATE OF INCORPORATION
OF
PLAYTEX PRODUCTS, INC.

Playtex Products, Inc., a Delaware corporation organized as PHI Acquisition Corp. on September 1, 1988, does hereby restate its Certificate of Incorporation in accordance with Section 245 of the General Corporation Law of the State of Delaware and certifies that the Restated Certificate of Incorporation correctly sets forth the corresponding provisions of the Certificate of Incorporation as heretofore amended and that the Restated Certificate of Incorporation attached hereto as Exhibit A supersedes the original Certificate of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned, President has executed this instrument on the 1st day of October, 2007.

PLAYTEX PRODUCTS, INC.

By /s/ Neil P. DeFeo
Neil P. DeFeo
President and Chief Executive Officer

TRADEMARK
REEL: 003934 FRAME: 0662

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:40 PM 10/01/2008
FILED 04:10 PM 10/01/2008
SRV 081004344 - 2171383 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1.) The jurisdiction where the Corporation first formed is Delaware.

2.) The jurisdiction immediately prior to filing this Certificate is Delaware.

3.) The date the corporation first formed is September 1, 1988.

4.) The name of the Corporation immediately prior to filing this Certificate is Playtex Products, Inc.

5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Playtex Products, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 1st day of October, A.D. 2008.

By: TL Grosch
Authorized Person

Name: Timothy L. Grosch
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:40 PM 10/01/2008
FILED 04:10 PM 10/01/2008
SRV 081004344 - 2171383 FILE

PLAYTEX PRODUCTS, LLC
CERTIFICATE OF FORMATION

Dated as of October 1, 2008

THIS CERTIFICATE OF FORMATION is being filed on behalf of Playtex Products, LLC ("Company"), a Delaware limited liability company, by its sole and managing member, Eveready Battery Company, Inc. ("Member"), a Delaware corporation.

ARTICLE ONE - FORMATION

1.1 Name and Designated Office and Agent for Service of Process.

The name of the limited liability company is Playtex Products, LLC, and the address of its initial registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, Delaware. Zip Code: 19801. The name of its initial Registered Agent at such address is: The Corporation Trust Company. Company's designated office and its agent for service of process may only be changed by filing a notice of the change with the Secretary of State of the State of Delaware.

1.2 Duration.

Company will exist until dissolved in accordance with the provisions of the Delaware Limited Liability Act.

1.3 Purposes and Powers.

Company is formed for the purpose of owning, developing and protecting intellectual property related to, and providing support services for, the marketing, distributing and selling of personal care products, and for the purpose of conducting any other lawful activity permitted under the laws of the State of Delaware. Company has the power to do all things necessary, incident, or in furtherance of that business.

1.4 Title to Assets.

Title to all assets of Company will be held in the name of Company. No Member has any right to the assets of Company or any ownership interest in those assets except indirectly as a result of the Member's ownership of an interest in Company. No Member has any right to partition any assets of Company or any right to receive any specific assets on liquidation of Company or on any other distribution from Company.

ARTICLE TWO – MEMBERS, CONTRIBUTIONS AND INTERESTS

2.1 Initial Members

The initial Member of Company is Eveready Battery Company, Inc., a Delaware corporation.

2.2 Additional Members.

Except as otherwise provided in the section of this agreement relating to substitution, additional members of the Company may be admitted only with the consent of the Member. The initial capital contribution of each member will be paid to the Company, in cash, or in such other form as may be approved with the consent of Member, promptly following the full execution of this agreement. Each member's ownership interest at any time will be determined by the ratio of that member's aggregate capital contributions to the aggregate capital contributions of all members.

2.3 Additional Contributions.

Except as otherwise provided in the Act, no member is required to contribute additional capital to the Company. Additional capital contributions to the Company may be made by the members only with the members' unanimous approval. If the members approve additional capital contributions, the members must set a maximum amount for such contributions that will be accepted from the members. Each member will then have the right but not the obligation, to contribute a pro rata share of the maximum based on the member's ownership interest. If any member elects to contribute less than the member's pro rata share, the other members may contribute the difference on a pro rata basis in accordance with their ownership interests or on any other basis they may agree on.

2.4 No Interest on Capital Contributions.

No interest will be paid on capital contributions.

2.5 Capital Accounts.

An individual capital account must be maintained for each member. Members' capital accounts must be maintained in accordance with federal income tax accounting principles.

ARTICLE THREE - ALLOCATION OF PROFITS AND LOSSES

3.1 Determination.

The net profit or net loss of Company for each fiscal year will be determined according to the accounting principles employed in the preparation of Company's federal income tax information return for that fiscal year.

3.2 Allocation of Net Profits and net Losses.

The net profit or net loss of the Company for a fiscal year will be allocated among the members in proportion to their ownership interests.

TRADEMARK
REEL: 003934 FRAME: 0665

3.3 Allocations Solely for Tax Purposes.

In accordance with IRC §704(c) and the corresponding regulations, if the Company is treated as a partnership for tax purposes, income, gain, loss, and deduction with respect to any property contributed to the capital of the Company must be allocated among the members, solely for income tax purposes, so as to take into account any variation between the adjusted basis of the property for federal income tax purposes in the hands of the Company and the agreed value of the property as set forth in this agreement, or in any document entered into at the time an additional contribution is made to the Company. Any elections or other decisions relating to the allocations to be made under this section will be made by action of the members. The allocations to be made under this section are solely for purposes of federal, state, and local income taxes and will not affect, or in any way be taken into account in computing, any member's capital account, allocable share of the net profits and net losses of the Company, or right to distributions.

3.4 Prorates.

If a member has not been a member during a full fiscal year of the Company, or if a member's ownership interest in the Company changes during a fiscal year, the net profit or net loss for the year will be allocated to the member based only on the period of time during which the member was a member or held a particular ownership interest. In determining a member's share of the net profit or net loss for a fiscal year, the members may allocate the net profit or net loss ratably on a daily basis using the Company's usual method of accounting.

ARTICLE FOUR - DISTRIBUTIONS

4.1 Distributions.

Subject to the restrictions governing distributions under the Act, distributions of cash or property may be made from time to time by the Company to the members, at such times and in such amounts as the members determine.

4.2 Allocation of Distributions.

All distributions must be made to Members in proportion to their Ownership Interests.

ARTICLE FIVE - DISSOLUTION

5.1 Events of Dissolution.

Except as otherwise provided in this agreement, the Company will dissolve on the earliest of the following events: (a) death, incompetence, withdrawal, expulsion, bankruptcy, or dissolution of any member; (b) approval of a dissolution of the Company by unanimous consent of the members; or (c) at such time as the Company has no members.

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ARTICLE SIX - WINDING UP AND LIQUIDATION

6.1 Liquidation on Dissolution.

Following the dissolution of the Company, the members must wind up the affairs of the Company. If the affairs of the Company are wound up, a full account must be taken of the assets and liabilities of the Company, and the assets of the Company must be promptly liquidated. Following liquidation of the assets of the Company, the proceeds must be applied and distributed in the following order of priority:

> To creditors of the Company in satisfaction of liabilities and obligations of the Company, including, to the extent permitted by law, liabilities and obligations owed to members as creditors (except liabilities for unpaid distributions);
>
> To any reserves set up for contingent or unliquidated liabilities or obligations of the Company deemed reasonably necessary by the members, which reserves may be paid over to an escrow agent by the members to be held by such escrow agent for disbursement in satisfaction of the liabilities and obligations of the Company, with any excess being distributed to the members as provided in the following subsection; and
>
> To members in proportion to the positive balances of their capital accounts, after taking into account all adjustments made to capital accounts for the fiscal year during which the distributions to members are made.

6.2 Distribution of Property in Kind.

With the unanimous approval of the members, property of the Company may be distributed in kind in the process of winding up and liquidation. Any property distributed in kind must be valued and treated for the Company's accounting purposes (and not tax purposes) as though the property distributed had been sold at fair market value on the date of distribution. The difference between the fair market value of the property and its adjusted tax basis will, solely for the Company's accounting purposes and to adjust the Members' capital accounts, be treated as a gain or loss on the sale of the property and will be credited or charged to the members' capital accounts in the manner specified in the section of this agreement relating to capital accounts.

6.3 Negative Capital Accounts.

If any member has a negative balance in the member's capital account on liquidation of the Company, the member will have no obligation to make any contribution to the capital of the Company to make up the deficit, and the deficit will not be considered a debt owed to the Company or any other person for any purpose.

TRADEMARK
REEL: 003934 FRAME: 0667

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation this 1st day of October, 2008.

By: TL Grosch
Authorized Person

Name: Timothy L. Grosch
Title: Secretary, Playtex Products, LLC

EVEREADY BATTERY COMPANY, INC.
THE SOLE MEMBER OF PLAYTEX PRODUCTS, LLC

By: TL Grosch
Name: Timothy L. Grosch
Title: Secretary

TRADEMARK
REEL: 003934 FRAME: 0668

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:40 PM 10/01/2008
FILED 04:41 PM 10/01/2008
SRV 081004372 - 2171383 FILE

State of Delaware
Certificate of Merger of Foreign Corporation into Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Playtex Products, LLC, a Delaware Limited Liability Company.

Second: The name of the foreign corporation being merged into this surviving Limited Liability Company is Tiki Hut Holding Company, Inc.
The jurisdiction in which the foreign corporation was formed is Florida.

Third: The Agreement of Merger has been approved and executed by each of the constituent entities.

Fourth: The name of the surviving Limited Liability Company is: Playtex Products, LLC.

Fifth: The merger is to become effective on October 1, 2008.

Sixth: The Agreement of Merger is on file at 6 Research Drive, Shelton, CT 06484, a place of business of the surviving Limited Liability Company.

Seventh: A copy of the Agreement of Merger will be furnished by the surviving Limited Liability Company, on request without cost, to any member or stockholder of the constituent entities.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 1st day of October, A.D. 2008

By: TLGrosch
Authorized Person

Name: Timothy L. Grosch
Print or Type

DE 172 - 4/18/07 C T System Online

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
DOMESTIC LIMITED LIABILITY COMPANY

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Playtex Products, LLC and the name of the corporation being merged into this surviving limited liability company is Personal Care Group, Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is Playtex Products, LLC.

FOURTH: The merger is to become effective on October 3, 2008.

FIFTH: The Agreement of Merger is on file at 6 Research Drive Shelton, CT 06484, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:33 AM 10/03/2008
FILED 10:37 AM 10/03/2008
SRV 081009984 - 2171383 FILE

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 3rd day of October, A.D., 2008.

By: TL Grosch
Authorized Person

Name: Timothy L. Grosch
Print or Type

Title: Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:33 AM 10/03/2008
FILED 11:33 AM 10/03/2008
SRV 081009996 - 2171383 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
DOMESTIC LIMITED LIABILITY COMPANY

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Playtex Products, LLC and the name of the corporation being merged into this surviving limited liability company is Personal Care Holdings, Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is Playtex Products, LLC.

FOURTH: The merger is to become effective on October 3, 2008.

FIFTH: The Agreement of Merger is on file at 6 Research Drive Shelton, CT 06484, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 3rd day of October, A.D., 2008.

By: TL Grosch
Authorized Person

Name: Timothy L. Grosch
Print or Type

Title: Secretary