

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|--|-------------------------------------|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 07/08/2009 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| CBK Styles, Inc. | | 07/08/2009 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | MIDWEST - CBK, INC. | | |
| Street Address: | 600 East Sherwood Drive | | |
| City: | Union City | | |
| State/Country: | TENNESSEE | | |
| Postal Code: | 38261 | | |
| Entity Type: | CORPORATION: NEW YORK | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2692807 | CBK | |
| Registration Number: | 3178774 | METAL ARTS | |
| Registration Number: | 3260153 | PINNACLE LAMPS | |
| Serial Number: | 77167517 | STYLES DIRECT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)813-5901 | | |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | | |
| Phone: | (212) 813-5900 | | |
| Email: | anicolescu@fzlz.com | | |
| Correspondent Name: | SUSAN UPTON DOUGLASS | | |
| Address Line 1: | FROSS ZELNICK LEHRMAN & ZISSU, P.C. | | |
| Address Line 2: | 866 UNITED NATIONS PLAZA | | |
| Address Line 4: | NEW YORK, NEW YORK 10017 | | |
| ATTORNEY DOCKET NUMBER: | CBK MERGER | | |

OP \$115.00 2692807

900139813

TRADEMARK
REEL: 004034 FRAME: 0471

| | |
|---|-------------------|
| NAME OF SUBMITTER: | Michael S. Novins |
| Signature: | /michael novins/ |
| Date: | 07/30/2009 |
| <p>Total Attachments: 6 source=New York Merger Document#page1.tif source=New York Merger Document#page2.tif source=New York Merger Document#page3.tif source=New York Merger Document#page4.tif source=Delaware Merger Document#page1.tif source=Delaware Merger Document#page2.tif</p> | |

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on July 8, 2009.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

090708000168

CERTIFICATE OF MERGER
 OF
 CBK STYLES, INC.
 AND
 MIDWEST OF CANNON FALLS, INC.
 INTO
 MIDWEST - CBK, INC.
 UNDER
 SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Michael Novins and Jeffrey Boak, being respectively the vice-president and the assistant secretary of Midwest - CBK, Inc., CBK Styles, Inc. and Midwest of Cannon Falls, Inc., hereby certify:

1. (a) The name of each constituent corporation is as follows:

Midwest - CBK, Inc. (incorporated as Valley Candle Mfg. Co., Inc.)

CBK Styles, Inc.

Midwest of Cannon Falls, Inc.

- (b) The name of the surviving corporation is Midwest - CBK, Inc. and following the merger its name shall be Midwest - CBK, Inc..

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof as follows:

| <u>Name of Corporation</u> | <u>Designation and number of shares in each class or series outstanding</u> | <u>Class or series of shares entitled to vote</u> | <u>Shares entitled to vote as a class or series</u> |
|----------------------------------|---|---|---|
| Midwest - CBK, inc. | 100 shares par value \$.20 | Common Stock | N/A |
| CBK Styles, Inc. | 1,000 shares par value \$0.001 | Common Stock | N/A |
| Midwest of Cannon Falls, Inc. | 100) shares no par value | Common Stock | N/A |

3. No changes will be made in the certificate of incorporation of the surviving entity.

4. Midwest of Cannon Falls, Inc. one of the non-surviving corporations, was qualified to do business in New York on March 27, 1997. CBK Styles, Inc., the other non-surviving corporation, is not qualified to do business in New York.

5. The date when the certificate of incorporation of each constituent corporation was filed by the Department of State is as follows:

NAME OF CORPORATIONDATE OF INCORPORATION

Midwest - CBK, Inc.

May 9, 1933

CBK Styles, Inc.

(filed with Delaware Secretary of State)

December 12, 2002

Midwest of Cannon Falls, Inc.

(filed with Minnesota Secretary of State)

August 30, 1972

6. The merger (or consolidation) was adopted by Midwest - CBK, Inc., by the unanimous written consent of the sole shareholder pursuant to Section 615 of the New York Business Corporation Law.

7. CBK Styles, Inc. has complied with the applicable provisions of the laws of the State of Delaware, in which it is incorporated and this merger is permitted by such laws. Midwest of Cannon Falls, Inc. has complied with the applicable provisions of the laws of the State of Minnesota, in which it is incorporated and this merger is permitted by such laws. The merger was authorized with respect to said corporations by the unanimous written consent of the sole shareholder pursuant to the applicable law.

8. The merger shall be effective upon filing.

IN WITNESS WHEREOF, we have signed this certificate on the 2nd day of July, 2009, and we affirm the statements contained therein as true under penalties of perjury.

MIDWEST - CBK, INC.

By: Jeffrey Boak
Assistant Secretary

CBK STYLES, INC.

By: Jeffrey Boak
Assistant Secretary

MIDWEST OF CANNON FALLS, INC.

By: Jeffrey Boak
Assistant Secretary

090708000/68

Certificate of Merger

(Title of Document)

OF

1617
Midwest - CBK, Inc.

(Entity Name)

Under Section 904 of the Business Corporation Law

(Law under which filing made)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 08 2009

TAXS

BY:

Filed by:

Josh Berger, Blyth, Inc.

(Name)

One East Weaver Street

(Mailing address)

Greenwich, CT 06831

(City, State and ZIP code)

026
1617

090708000/94

TRADEMARK

REEL: 004034 FRAME: 0476



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

090628375

9496898

06-18-2009

BLYTH INC.

1 EAST WEAVER STREET
GREENWICH

CT 06831-5118

ATTN: JOSH BERGER

| DESCRIPTION | AMOUNT |
|--|--------|
| CBK STYLES, INC. 3592665 | |
| Franchise Tax Paid by Agent | 100.00 |
| FILING TOTAL | 100.00 |
| CBK STYLES, INC. 3592665 0250N Merger; Non-Survivor | |
| Merger | 75.00 |
| Receiving/Indexing | 50.00 |
| FILING TOTAL | 125.00 |
| MIDWEST - CBK, INC. 4700247 0250S Merger; Survivor | |
| Data Entry Fee | 5.00 |
| Court Municipality Fee, Wilm. | 20.00 |
| Surcharge Assessment-New Castle | 6.00 |
| Page Assessment-New Castle Count | 18.00 |
| Expedite Fee, Same Day | 200.00 |
| FILING TOTAL | 249.00 |
| TOTAL CHARGES | 474.00 |
| TOTAL PAYMENTS | 474.00 |
| SERVICE REQUEST BALANCE | .00 |

TRADEMARK

REEL: 004034 FRAME: 0477

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is Midwest – CBK, Inc., a New York corporation, CBK Styles, Inc., a Delaware corporation and Midwest of Cannon Falls, Inc., a Minnesota corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 or the applicable law of the state of incorporation of the foreign corporations.

THIRD: The name of the surviving corporation is Midwest – CBK, Inc., a New York corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on June 27, 2009.

SIXTH: The Agreement of Merger is on file at Blyth, Inc., One East Weaver Street, Greenwich, CT 06831, the place of business of the surviving corporation.

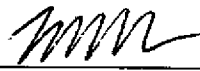
SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at c/o Blyth, Inc., One East Weaver Street, Greenwich, CT 06831.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 15th day of June, A.D., 2009.

MIDWEST – CBK, INC.

By: _____


Michael Novins
Vice President and Secretary