

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE BODINE GROUP HOLDING COMPANY		12/16/2008	CORPORATION: TENNESSEE
PHILIPS ELECTRONICS NORTH AMERICA CORPORATION		12/16/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	PHILIPS ELECTRONICS NORTH AMERICA CORPORATION
Street Address:	3000 Minuteman Road
City:	Andover
State/Country:	MASSACHUSETTS
Postal Code:	01810
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2743986	ARC KEEPER
Registration Number:	2271591	BODINE
Registration Number:	2262353	BODINE
Registration Number:	3058016	COLD-PAK
Registration Number:	3279474	FEBNET
Registration Number:	1883468	IF IT'S RED IT'S BODINE
Registration Number:	1951424	REDITEST

CORRESPONDENCE DATA

Fax Number: (914)333-9692
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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Phone: (914) 333-9634
Email: Bob.Kraus@philips.com, Lillian.Drumheller@philips.com
Correspondent Name: ROBERT J. KRAUS, ESQ.
Address Line 1: P.O. BOX 3001
Address Line 2: PHILIPS IP&S
Address Line 4: Briarcliff Manor, NEW YORK 10510-8001

ATTORNEY DOCKET NUMBER:	BODINE RECORDAL#5
NAME OF SUBMITTER:	Robert J. Kraus
Signature:	/R.J.KRAUS/
Date:	11/16/2009

Total Attachments: 6

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RILEY DARNELL
SECRETARY OF STATE

ARTICLES OF MERGER
OF
THE BODINE GROUP HOLDING COMPANY
AND
PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

To the Secretary of State
State of Tennessee

Pursuant to the provisions of the Tennessee Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby adopt the following articles of merger:

1. The names of the constituent corporations are The Bodine Group Holding Company, which is a business corporation organized under the laws of the State of Tennessee, and Philips Electronics North America Corporation, which is a business corporation organized under the laws of the State of Delaware.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging The Bodine Group Holding Company with and into Philips Electronics North America Corporation as approved by resolution adopted by the Board of Directors of The Bodine Group Holding Company on and by resolution adopted by the Board of Directors of Philips Electronics North America Corporation on December 16, 2008.

3. All of the shareholders of The Bodine Group Holding Company entitled to vote on the aforesaid Plan of Merger The Bodine Group Holding Company consented to taking such action without a meeting, and the holders of the number of shares of the corporation that would be necessary to authorize or take such action at a meeting of the shareholders of the corporation duly approved and adopted the aforesaid Plan of Merger without a meeting of said shareholders on written consent signed by them on December 16, 2008 in accordance with the provisions of Section 48-17-104 of the Tennessee Business Corporation Act.

4. The merger of The Bodine Group Holding Company with and into Philips Electronics North America Corporation is permitted by the laws of the jurisdiction of organization of Philips Electronics North America Corporation and has been authorized in compliance with said laws.

5. Philips Electronics North America Corporation will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization.

6. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective 1:03 a.m. Eastern Standard Time on January 1, 2009.

7. The surviving corporation hereby designates the Secretary of State of the State of Tennessee as its agent upon whom process against it may be served in any action or special proceeding. The post office address without the State of Tennessee to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is: c/o Philips Electronics North America Corporation, 3000 Minuteman Road, Building One, Andover, Massachusetts 01810.

8. The merger is intended to qualify under the provisions of Internal Revenue Code Section 368(a)(1)(A).

Dated: December 16, 2008

THE BODINE GROUP HOLDING COMPANY

By: 
Pamela L. Dunlap, Vice President

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Dated: December 16, 2008

PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

By: 
Joseph E. Innamorati, Senior Vice President

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SECRETARY OF STATE

PLAN OF MERGER approved on December 16, 2008, by The Bodine Group Holding Company, a business corporation organized under the laws of the State of Tennessee, and by resolution adopted by its Board of Directors on said date, and approved on by Philips Electronics North America Corporation, a business corporation organized under the laws of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

1. The Bodine Group Holding Company and Philips Electronics North America Corporation shall, pursuant to the provisions of the Tennessee Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Philips Electronics North America Corporation, be merged with and into a single corporation, to wit, Philips Electronics North America Corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of The Bodine Group Holding Company, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Tennessee Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation; and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled and shall not be converted or exchanged into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Tennessee Business Corporation Act, and the merger of the non-

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SECRETARY OF STATE

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surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Tennessee Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Tennessee and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective time of this Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be effective on January 1, 2009 at 1:03 a.m. Eastern Standard Time;


10. The merger is intended to qualify under the provisions of Internal Revenue Code Section 368(a)(1)(A).

11. The surviving corporation will be responsible for the payment of all fees and franchise taxes if the same are not timely paid.

THE BODINE GROUP HOLDING COMPANY

By 
Pamela L. Danlap, Vice President

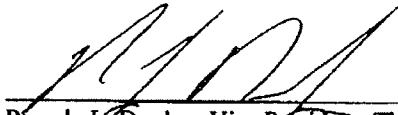
PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

By 
Joseph E. Innamorati, Senior Vice President

CERTIFICATE OF OFFICER OF
THE BODINE GROUP HOLDING COMPANY

The undersigned, being the Vice President of The Bodine Group Holding Company, does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by all of the members of the Board of Directors of said corporation, and by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 48-17-104 of the Tennessee Business Corporation Act.

Dated: December 16, 2008



Pamela L. Dunlap, Vice President, The Bodine Group Holding Company

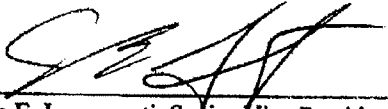
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SECRETARY OF STATE

CERTIFICATE OF OFFICER OF
PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

The undersigned, being the Senior Vice President of Philips Electronics North America Corporation, does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by all of the members of the Board of Directors of said corporation, and the holders of all of the outstanding stock of said corporation in accordance with the provisions of Section 48-17-104 of the Tennessee Business Corporation Act.

Dated: December 16, 2008



Joseph E. Innamorati, Senior Vice President of Philips Electronics North America Corporation

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