

**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: 35**

Property Type	Number	Word Mark
Registration Number:	1956904	HILITE-A-PLANT
Registration Number:	1995285	FAMILY CARE
Registration Number:	2396155	AIRWAVE
Registration Number:	3037566	FILTER EXPRESS
Registration Number:	868938	CLICK 'N CLEAN
Registration Number:	972256	PATTON
Registration Number:	1002186	COOKS ALL DAY-WHILE THE COOK'S AWAY
Registration Number:	1246979	PATTON
Registration Number:	1312203	SMOKE GRABBER
Registration Number:	1312204	SMOKE GRABBER
Registration Number:	1332863	WHITE MOUNTAIN
Registration Number:	1566614	POTPOURRI CROCK

OP \$890.00 1956904

Registration Number:	1585506	BAR-B-GRILL
Registration Number:	1637276	POWER HEATER
Registration Number:	1671452	ULTRA BLEND
Registration Number:	1681102	CHEF'S FRY
Registration Number:	1736388	INSTAFURNACE
Registration Number:	1781281	HOT POT EXPRESS
Registration Number:	1820447	EASY TOUCH
Registration Number:	1864242	COOL SOLUTION
Registration Number:	1881380	"HEATBLASTER"
Registration Number:	1899766	RAPID MIST
Registration Number:	1906442	STREAMLINE
Registration Number:	2265460	HEATSAFE
Registration Number:	2722081	ARCTIC ICE
Registration Number:	2762596	GALILEO
Registration Number:	2776135	PLATINUM
Registration Number:	2823837	MASTERSENSOR
Registration Number:	2863666	SOUND WAVES
Registration Number:	2877986	HEAT BUDDY
Registration Number:	2877987	FOOT BUDDY
Registration Number:	2924272	INTELLIPRESS
Registration Number:	2942937	DINNER IS READY WHEN YOU ARE
Registration Number:	3115894	SMART-POT
Registration Number:	2973354	TALON

**CORRESPONDENCE DATA**

Fax Number: (714)755-8290  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: ipdocket@lw.com, kristin.azcona@lw.com  
 Correspondent Name: LATHAM & WATKINS LLP  
 Address Line 1: 650 Town Center Drive, 20th Floor  
 Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	039269-0179
NAME OF SUBMITTER:	Kristin J. Azcona
Signature:	/kja/
Date:	10/11/2010

**Total Attachments: 22**

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# Delaware

PAGE 1

*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 "SUNBEAM PRODUCTS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-NINTH DAY OF JUNE, A.D. 2006, AT 11:13 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 9:22 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 9:23 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 9:24 O'CLOCK A.M.

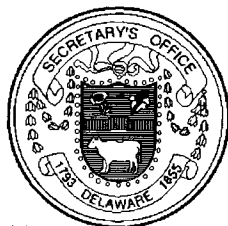
CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2007, AT 5:27 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2007, AT 5:28 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 1:30 O'CLOCK P.M.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8117733

DATE: 07-16-10

TRADEMARK  
REEL: 004296 FRAME: 0415

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:13 AM 06/29/2006  
FILED 11:13 AM 06/29/2006  
SRV 060625343 - 0924135 FILE

**AMENDED AND RESTATED**

**CERTIFICATE OF INCORPORATION**

**OF**

**SUNBEAM PRODUCTS, INC.**

Sunbeam Products, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") hereby certifies as follows:

1. The name of the corporation is Sunbeam Products, Inc. The original Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on October 9, 1981 under the name Alsub Corporation. The original Certificate of Incorporation was amended by the certain (i) Certificate of Amendment filed on October 19, 1981, (ii) Certificate of Merger filed on December 31, 1981, (iii) Certificate of Amendment filed on February 4, 1988, (iv) Certificate of Amendment filed on September 20, 1990, (v) Certificate of Amendment filed on May 12, 1995, (vi) Court Ordered Restated Certificate of Incorporation filed on December 17, 2002, and (vii) Certificate of Correction filed on December 20, 2002 (collectively, the "Certificate of Incorporation").

2. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

3. The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as herein set forth in full:

**FIRST:** The name of the corporation (hereinafter referred to as the "Corporation") is **Sunbeam Products, Inc.**

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware 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 all classes of stock which the Corporation shall have the authority to issue is Three Thousand (3,000) shares of common stock, par value \$.01 per share.

**FIFTH:** The Corporation is to have perpetual existence.

**SIXTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

**SEVENTH:** For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation; provided, however, that any provision for the classification of Directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the Corporation unless provisions for such classification shall be set forth in this Certificate of Incorporation.

3. Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the

right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of Section 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

**EIGHTH:** No director of the Corporation shall have any personal liability to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision eliminating such personal liability of a director shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended. Any repeal or modification of this Article EIGHTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

**NINTH:** The Corporation shall, to the fullest extent permitted by the General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under the General Corporation Law from and against any and all of the expenses, liabilities or other matters referred to in or covered by the General Corporation Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**TENTH:** From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article TENTH.

**IN WITNESS WHEREOF**, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Ian G.H. Ashken, its Vice President and Treasurer on June 29, 2006.

SUNBEAM PRODUCTS, INC.

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



**CERTIFICATE OF MERGER**

**OF**

**TILIA INTERNATIONAL, INC.**

**INTO**

**SUNBEAM PRODUCTS, INC.**

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**Pursuant to Section 251(c) of the General  
Corporation Law of the State of Delaware**

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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 of each of the constituent corporations of the merger (collectively, the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Tilia International, Inc.	Delaware
Sunbeam Products, Inc.	Delaware

*Second:* An Agreement and Plan of Merger dated as of June 30, 2006 (the "Merger Agreement"), by and between Sunbeam and Tilia International, Inc., a Delaware Corporation, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251(c) of the General Corporation Law of the State of Delaware.

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

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

*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 either of the Constituent Corporations.

*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 30 day of June, 2006.

SUNBEAM PRODUCTS, INC.

By: 

Name: Ian G. B. Ashken

Title: Vice President and Treasurer

**CERTIFICATE OF MERGER**

**OF**

**TILIA, INC.**

**INTO**

**SUNBEAM PRODUCTS, INC.**

---

**Pursuant to Section 251(c) of the General  
Corporation Law of the State of Delaware**

---

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 of each of the constituent corporations of the merger (collectively, the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Tilia, Inc.	Delaware
Sunbeam Products, Inc.	Delaware

*Second:* An Agreement and Plan of Merger dated as of June 30, 2006 (the "Merger Agreement"), by and between Sunbeam and Tilia, Inc., a Delaware Corporation, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251(c) of the General Corporation Law of the State of Delaware.

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

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

*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 either of the Constituent Corporations.

*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 30 day of June, 2006.

SUNBEAM PRODUCTS, INC.

By: 

Name: Ian G. Ek Ashken  
Title: Vice President and Treasurer

**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.

*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.

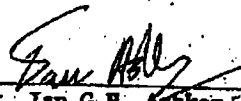
*Sixth:* A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the Delaware corporation or any member of the extinguishing limited liability company.

*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

TRADEMARK

REEL: 004296 FRAME: 0428

**CERTIFICATE OF MERGER**  
**OF**  
**JARDEN DIRECT, INC.**  
**INTO**  
**SUNBEAM PRODUCTS, INC.**

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**Pursuant to Section 251(c) of the General  
Corporation Law of the State of Delaware**

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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 of each of the constituent corporations of the merger (collectively, the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Jarden Direct, Inc.	Delaware
Sunbeam Products, Inc.	Delaware

*Second:* An Agreement and Plan of Merger dated as of March 28, 2007 (the "Merger Agreement"), by and between Sunbeam and Jarden Direct, Inc., a Delaware Corporation, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251(c) of the General Corporation Law of the State of Delaware.

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

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


*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 either of the Constituent Corporations.

*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 28th day of March, 2007.

SUNBEAM PRODUCTS, INC.

By:   
Name: John F. Capp  
Title: Assistant Secretary

**CERTIFICATE OF MERGER**  
**OF**  
**FIRST ALERT HOLDINGS, INC.**  
**INTO**  
**SUNBEAM PRODUCTS, INC.**

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**Pursuant to Section 251(c) of the General  
Corporation Law of the State of Delaware**

---

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 of each of the constituent corporations of the merger (collectively, the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
First Alert Holdings, Inc.	Delaware
Sunbeam Products, Inc.	Delaware

*Second:* An Agreement and Plan of Merger dated as of March 28, 2007 (the "Merger Agreement"), by and between Sunbeam and First Alert Holdings, Inc., a Delaware Corporation, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251(c) of the General Corporation Law of the State of Delaware.

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

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


*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 either of the Constituent Corporations.

*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 28th day of March, 2007.

SUNBEAM PRODUCTS, INC.

By:   
Name: John F. Capp  
Title: Assistant Secretary

**CERTIFICATE OF MERGER**  
**OF**  
**RIVAL CONSUMER SALES CORPORATION**  
**AND**  
**SUNBEAM PRODUCTS, INC.**

It is hereby certified that:

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

(i) Rival Consumer Sales Corporation, which is organized under the laws of the State of Missouri; and

(ii) Sunbeam Products, Inc., which is organized under the laws of the State of Delaware.

2. An Agreement and Plan of Merger dated as of June 29, 2007 (the "Merger Agreement"), between the Constituent Corporations has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid Constituent Corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law ("DGCL"), to wit, by Rival Consumer Sales Corporation in accordance with the laws of the State of its incorporation and by Sunbeam Products, Inc. in the same manner as is provided in Section 251 of the DGCL.

3. The name of the surviving entity in the merger is Sunbeam Products, Inc., 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 DGCL.

4. The Certificate of Incorporation of Sunbeam Products, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving entity until amended and changed pursuant to the provisions of the DGCL.

5. The executed Merger Agreement between the aforesaid Constituent Corporations is on file at a place of business of the aforesaid surviving entity, the address of which is as follows: 2381 Executive Center Drive, Boca Raton, FL 33431.

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 each of the aforesaid.

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

264118



IN WITNESS WHEREOF, Sunbeam Products, Inc., the surviving entity,  
has caused this Certificate of Merger to be duly executed by its authorized officer, this 29<sup>th</sup> day of  
June, 2007.

SUNBEAM PRODUCTS, INC.

By:   
Name: John E. Clapps  
Title: Vice President