

**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
Ronco Acquisition Corporation		11/04/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Ronco Acquisition, LLC
Street Address:	110 Wall Street, 21st Floor, Suite C
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	1770493	INCREDIBLE INVENTIONS
Registration Number:	1808729	GLH
Registration Number:	1893534	POPEIL
Registration Number:	1964838	FORMULA NUMBER 9
Registration Number:	2014088	POPEIL
Registration Number:	2476736	SHOWTIME
Registration Number:	2517731	RONCO ROTISSERIE
Registration Number:	2736185	FLIP-IT
Registration Number:	2998504	MINDVISION
Registration Number:	3380017	POCKET FISHERMAN
Registration Number:	3455872	DIAL-O-MATIC
Registration Number:	3613959	SIX STAR+
Registration Number:	3765519	RONCO
Registration Number:	3793783	GRILLWAVE

CH \$390.00 1770493

Registration Number:

3818968

CHOP-O-MATIC

**CORRESPONDENCE DATA**

Fax Number: (312)803-2209

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (212) 407-4000

Email: aprovensio@loeb.com, tcherkashina@loeb.com

Correspondent Name: Scott J. Giordano - LOEB & LOEB LLP

Address Line 1: 345 Park Avenue

Address Line 4: New York, NEW YORK 10154

ATTORNEY DOCKET NUMBER:

211158-10035

NAME OF SUBMITTER:

Seth A. Rose

Signature:

/Seth A. Rose/

Date:

01/14/2011

**Total Attachments: 8**

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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 "RONCO ACQUISITION, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE FIFTEENTH DAY OF APRIL, A.D. 2008, AT 1:44 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "RONCO ACQUISITION CORPORATION" TO "RONCO ACQUISITION, LLC", FILED THE FOURTH DAY OF NOVEMBER, A.D. 2009, AT 8:59 O'CLOCK A.M.

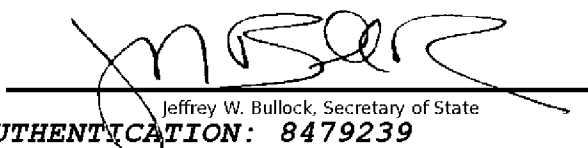
CERTIFICATE OF FORMATION, FILED THE FOURTH DAY OF NOVEMBER, A.D. 2009, AT 8:59 O'CLOCK A.M.

4388119 8100X

110022280



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: 8479239

DATE: 01-07-11

TRADEMARK  
REEL: 004453 FRAME: 0702

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
RONCO ACQUISITION CORPORATION**

Ronco Acquisition Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is **Ronco Acquisition Corporation** and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 12, 2007.

SECOND: The Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 8, 2007.

THIRD: The Certificate of Correction of the Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on February 2, 2008.

FOURTH: This Second Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Corporation's Certificate of Incorporation, the Amended and Restated Certificate of Incorporation and the Certificate of Correction of the Amended and Restated Certificate of Incorporation as heretofore amended or supplemented. This Certificate has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware, by the unanimous written consents of the sole stockholder and the directors of the Corporation.

FIFTH: The Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety, as follows:

**I. Name**

The name of the corporation is **Ronco Acquisition Corporation** (the "Corporation").

**II. Registered Office and Agent**

The address of the registered office of the Corporation in the state of Delaware is 160 Greentree Drive, Suite 101, Dover, Delaware 19904, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

**III. Purposes**

The nature of the business of the Corporation and the objects or purposes to be transacted, conducted or carried on by it 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 (the "GCL").

## IV. Authorized Capital Stock

### Part A. Authorized Capital Stock.

**Section 1.** The total number of shares of capital stock which the Corporation has authority to issue is Twenty Thousand (20,000) shares of Common Stock, no par value per share (the "New Common Stock or "Common Stock").

**Section 2.** All of the existing issued and outstanding shares of common stock, par value \$.01 per share, and the preferred stock, par value \$.01 per share, will be cancelled and exchanged for 9,450 shares of New Common Stock, no par value per share.

### Part B. Powers, Preferences and Special Rights of the Common Stock.

Except as otherwise required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

**Section 1. Voting Rights.** Except as otherwise required by applicable law, the holders of Common Stock shall be entitled to one (1) vote per share on all matters to be voted on by the stockholders of the Corporation.

**Section 2. Dividends.** As and when dividends are declared or paid with respect to shares of Common Stock, whether in cash, property or securities of the Corporation, the holders of Common Stock shall be entitled to receive such dividends pro rata at the same rate per share.

**Section 3. Liquidation.** The holders of the Common Stock shall be entitled to participate pro rata at the same rate per share in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

**Section 4. Registration of Transfer.** The Corporation shall keep at its principal office (or such other place as the Corporation reasonably designates) a register for the registration of shares of Common Stock. Upon the surrender of any certificate representing shares of Common Stock at such place, the Corporation shall, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefore representing in the aggregate the number of shares of such class represented by the surrendered certificate and the Corporation shall forthwith cancel such surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares of such class as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate. The issuance of new certificates shall be made without charge to the holders of the surrendered certificates for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such issuance.

**Section 5. Replacement.** Upon receipt of evidence reasonably satisfactory to the Corporation (provided, that an affidavit of the registered holder will be satisfactory) of the

ownership and the loss, theft, destruction or mutilation of any certificates evidencing one or more shares of any class of Common Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the holder is a financial institution or other institutional investor its own agreement will be satisfactory), or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

**Section 6. Notices.** All notices referred to herein shall be in writing and shall be delivered by registered or certified mail, return receipt requested, postage prepaid, and shall be deemed to have been given when so mailed (i) to the Corporation at its principal executive offices, and (ii) to any stockholder at such holder's address as it appears in the stock records of the Corporation (unless otherwise specified in a written notice to the Corporation by such holder).

**Section 7. Amendment and Waiver.** No amendment or waiver of any provision of this Certificate of Incorporation shall be effective without the prior consent of the holders of a majority of the then outstanding shares of Common Stock.

#### **V. Board of Directors**

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any bylaw whether adopted by them or otherwise.

#### **VI. Elections of Directors**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless required by the bylaws of the Corporation.

#### **VII. Limitation of Liability of Directors**

**Section 1.** No director shall have any personal liability to the Corporation or its stockholders for any monetary damages for any breach of fiduciary duties as a director, except for liability (i) for any breach of such 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 GCL, or (iv) for any transaction for which such director derived an improper personal benefit. If the GCL 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 thereupon automatically eliminated or limited to the fullest extent permitted by the GCL, as amended.

**Section 2.** Any repeal or modification of the foregoing paragraph 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.

### **VIII. Indemnification**

**Section 1.** The Corporation shall have the power to indemnify each person who is or was serving as a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity, and (without limiting the generality of the foregoing) shall indemnify its directors against all liability, damage, loss and expenses arising from or in connection with service for, employment by, or other affiliation with the Corporation of any such other entity to the maximum extent and under all circumstances permitted by the GCL, as the same exists or may hereafter be amended (including without limitation, in the case of any such amendment, to the fullest extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment).

**Section 2.** The rights to indemnification conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, or under any statute, bylaw, agreement, vote of stockholders, vote of directors or otherwise.

**Section 3.** The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or of another corporation, partnership, joint venture, trust, employee benefit plan or other entity against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the GCL.

### **IX. Amendment of Certificate of Incorporation**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

WITNESS WHEREOF, said corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer this 17<sup>th</sup> day of April, 2008.

**RONCO ACQUISITION CORPORATION**

By:   
\_\_\_\_\_  
David L. Shrier, Secretary



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 JULY 12, 2007.
- 4.) The name of the Corporation immediately prior to filing this Certificate is RONCO ACQUISITION CORPORATION.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is RONCO ACQUISITION, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
4th day of November, A.D. 2009.

By:   
Authorized Person

Name: MICHAEL ST. PETER  
Print or Type

CERTIFICATE OF FORMATION

OF

RONCO ACQUISITION, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

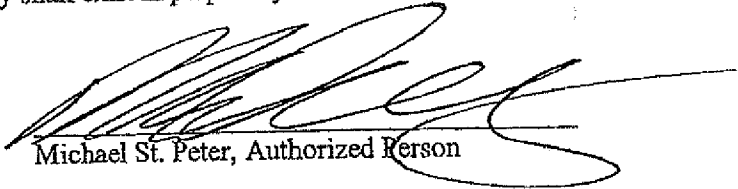
FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is RONCO ACQUISITION, LLC.

SECOND: The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

THIRD: The limited liability company shall exist in perpetuity.

Executed on November, 4, 2009

By:

  
Michael St. Peter, Authorized Person