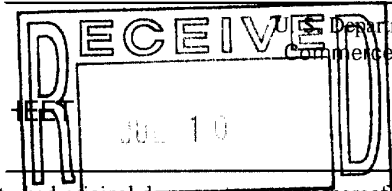


07-14-1998



100763209



MLO 7.9.98

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
 OWL INVESTMENTS, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

OWL HOLDINGS, INC.
 222 DELAWARE AVENUE
 P.O. BOX 791
 WILMINGTON, DELAWARE 19899

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 15, 1993
 Effective Date: December 16, 1993

4. Application number(s) or registration number(s): SEE ATTACHED SCHEDULE

A. Trademark Application Nos. B. Trademark Registration No.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Elaine D. Ziff, Esq.
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 919 Third Avenue
 New York, New York 10022-3897

6. Total number of applications involved: 53

7. Total fee (37 CFR 3.41). \$1340.00

Enclosed
 All or any deficiency is authorized to be charged to Deposit Account No. _____

8. Deposit Account No. _____

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Elaine D. Ziff, Esq. Elaine D Ziff July 8, 1998
 Name Signature Date

Total number of pages including cover sheet, attachments, and document: 10

07/13/1998 TTOM11 00000243 1129943

01 FC:481 40.00 OP
 02 FC:482 1300.00 OP

Change of Name from Owl Investments, Inc. to Owl Holdings, Inc. - Trademarks

TRADEMARK	REGISTRATION OR APPLICATION NUMBER	REGISTRATION OR APPLICATION DATE	CURRENT OWNER
JOAN OSTER	1,129,943	1/29/80	OWL INVESTMENTS, INC.
OSTER	847,078	4/2/68	OWL INVESTMENTS, INC.
OSTER AND DESIGN	1,198,487	6/22/82	OWL INVESTMENTS, INC.
OSTER	1,111,335	1/16/79	OWL INVESTMENTS, INC.
OSTER	368,541	6/20/39	OWL INVESTMENTS, INC.
OSTER	930,801	3/14/72	OWL INVESTMENTS, INC.
OSTER	1,181,752	12/15/81	OWL INVESTMENTS, INC.
OSTER	891,956	6/2/70	OWL INVESTMENTS, INC.
OSTER	862,034	12/17/68	OWL INVESTMENTS, INC.
OSTER	860,036	11/12/68	OWL INVESTMENTS, INC.
OSTER	859,247	10/29/68	OWL INVESTMENTS, INC.
OSTER	858,325	10/8/68	OWL INVESTMENTS, INC.
OSTER	886,898	2/24/70	OWL INVESTMENTS, INC.
OSTERIZER (STYLIZED)	512,246	7/12/49	OWL INVESTMENTS, INC.
OSTERIZER	872,907	7/15/69	OWL INVESTMENTS, INC.

TRADEMARK

REEL: 1751 FRAME: 0922

TRADEMARK	REGISTRATION OR APPLICATION NUMBER	REGISTRATION OR APPLICATION DATE	CURRENT OWNER
OSTERIZER AND DESIGN	1,198,488	6/22/82	OWL INVESTMENTS, INC.
SUNBEAM	665,123	7/29/58	OWL INVESTMENTS, INC.
SUNBEAM	665,821	8/12/58	OWL INVESTMENTS, INC.
SUNBEAM	668,931	10/28/58	OWL INVESTMENTS, INC.
SUNBEAM	661,875	5/20/58	OWL INVESTMENTS, INC.
SUNBEAM (STYLIZED)	668,638	10/21/58	OWL INVESTMENTS, INC.
SUNBEAM	674,957	3/3/59	OWL INVESTMENTS, INC.
SUNBEAM	673,511	2/3/59	OWL INVESTMENTS, INC.
SUNBEAM	685,130	9/15/59	OWL INVESTMENTS, INC.
SUNBEAM	687,703	11/3/59	OWL INVESTMENTS, INC.
SUNBEAM	696,712	4/26/60	OWL INVESTMENTS, INC.
SUNBEAM	684,749	9/8/59	OWL INVESTMENTS, INC.
SUNBEAM	1,159,053	6/30/81	OWL INVESTMENTS, INC.
SUNBEAM	707,174	11/15/60	OWL INVESTMENTS, INC.
SUNBEAM	747,286	3/26/63	OWL INVESTMENTS, INC.
SUNBEAM	760,267	11/19/63	OWL INVESTMENTS, INC.

TRADEMARK	REGISTRATION OR APPLICATION NUMBER	REGISTRATION OR APPLICATION DATE	CURRENT OWNER
SUNBEAM	760,317	11/19/63	OWL INVESTMENTS, INC.
SUNBEAM	771,963	6/23/64	OWL INVESTMENTS, INC.
SUNBEAM	784,022	1/26/65	OWL INVESTMENTS, INC.
SUNBEAM	815,794	9/27/66	OWL INVESTMENTS, INC.
SUNBEAM	825,228	3/7/67	OWL INVESTMENTS, INC.
SUNBEAM	857,868	10/1/68	OWL INVESTMENTS, INC.
SUNBEAM	872,228	7/1/69	OWL INVESTMENTS, INC.
SUNBEAM	880,963	11/18/69	OWL INVESTMENTS, INC.
SUNBEAM AND DESIGN	1,703,071	7/28/92	OWL INVESTMENTS, INC.
SUNBEAM	1,186,503	1/19/82	OWL INVESTMENTS, INC.
SUNBEAM AND DESIGN	606,316	5/24/55	OWL INVESTMENTS, INC.
SUNBEAM AND DESIGN	540,165	3/27/51	OWL INVESTMENTS, INC.
SUNBEAM AND DESIGN	534,785	12/12/50	OWL INVESTMENTS, INC.
SUNBEAM (STYLIZED)	539,425	3/13/51	OWL INVESTMENTS, INC.
SUNBEAM AND DESIGN	433,548	10/21/47	OWL INVESTMENTS, INC.
SUNBEAM (STYLIZED)	433,547	10/21/47	OWL INVESTMENTS, INC.

TRADEMARK	REGISTRATION OR APPLICATION NUMBER	REGISTRATION OR APPLICATION DATE	CURRENT OWNER
SUNBEAM (STYLIZED)	429,134	4/22/47	OWL INVESTMENTS, INC.
SUNBEAM	770,762	6/2/64	OWL INVESTMENTS, INC.
SUNBEAM (STYLIZED)	428,410	3/25/47	OWL INVESTMENTS, INC.
SUNBEAM	697,426	5/10/60	OWL INVESTMENTS, INC.
SUNBEAM	1,141,160	11/4/80	OWL INVESTMENTS, INC.
SUNBEAM	1,960,127	3/5/96	OWL INVESTMENTS, INC.

TRADEMARK
REEL: 1751 FRAME: 0925

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OWL INVESTMENTS, INC.", CHANGING ITS NAME FROM "OWL INVESTMENTS, INC." TO "OWL HOLDINGS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 1993, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2306351 8100

981250371

AUTHENTICATION:

9166531

DATE:

TRADEMARK

06-26-98

REEL: 1751 FRAME: 0926

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
OWL INVESTMENTS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Owl Investments, Inc.

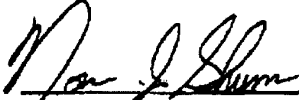
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following:

"1. The name of the Corporation is:

OWL HOLDINGS, INC."

3. The amendment to the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

Signed and attested to on December 15, 1993


Norman J. Shuman
Vice President

Attest:


Michael R. Beauregard
(Assistant) Secretary

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