

07-15-1998

Attorney Docket No.: 08946/084001

CMD 7-1-98



1 SHEET

Y

Commissioner of Patents and Trademarks

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copies of an original document.

1. Name of conveying party(ies):
Set Products, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State-Ohio
- Other

Additional name(s) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: **21 December 1987**

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s):

2. Name and address of receiving party(ies):
**Set Consumer Products, Inc.
Beachwood, Ohio**

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State-Ohio
- Other

If the assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No

Additional names/addresses attached? Yes No

B. Trademark No.(s):

1,096,778

Additional numbers attached? Yes No

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

**Frederick H. Rabin
Fish & Richardson P.C.
45 Rockefeller Plaza
New York, NY 10111**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41): **\$40**

- Enclosed
- Authorized to charge deposit account

8. Deposit account number: **06-1050**

If the fee above is being charged to deposit account, a duplicate copy of this cover sheet is attached. Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.

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 the attached is a true copy of the original document.*

Frederick H. Rabin

Name of Person Signing

Signature

Date

Frederick H. Rabin

1 July 98

Total number of pages including cover sheet, attachments, and document: **8**

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Date of Deposit 1 July 1998

I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to the Assistant Commissioner for Patents, Washington, D.C. 20231.

Frederick H. Rabin

TRADEMARK

REEL: 1753 FRAME: 0870

CERTIFICATE OF MERGER

OF

SET CONSUMER PRODUCTS, INC.
(an Ohio corporation)

WITH AND INTO

SET PRODUCTS, INC.
(an Ohio corporation, hereafter to be known as
SET CONSUMER PRODUCTS, INC.)

Edd T. Parker, President, and Jeanette L. Meier, Secretary, of SET CONSUMER PRODUCTS, INC. ("SCPI"), an Ohio corporation, and Edd T. Parker, President, and Jeanette L. Meier, Secretary, of SET PRODUCTS, INC. ("SET"), an Ohio corporation, do hereby certify as follows:

1. Attached hereto as Annex I and incorporated herein by reference is an executed copy of an Agreement of Merger (the "Agreement") entered into on December 21, 1987 by and between SCPI and SET, pursuant to which SCPI shall be merged with and into SET on the terms therein set forth.

2. The Agreement was (i) approved by the Board of Directors of SCPI on December 21, 1987 by the unanimous affirmative vote and approval of all Directors in writing without a meeting, pursuant to Section 1701.54 of the Ohio Revised Code, and (ii) adopted by the sole shareholder of SCPI on December 21, 1987 by written affirmative vote and approval without a meeting, pursuant to Section 1701.54 of the Ohio Revised Code.

3. The Agreement (i) was approved and adopted by the Board of Directors of SET on December 21, 1987 by the unanimous affirmative vote and approval of all Directors in writing without a meeting, pursuant to Section 1701.54 of the Ohio Revised Code, and (ii) adopted by the sole shareholder of SET on December 21, 1987 by written affirmative vote and approval without a meeting, pursuant to Section 1701.54 of the Ohio Revised Code.

4. As provided in Section 3 of the Agreement, the merger shall become effective at the time of filing of this Certificate in the Office of the Secretary of State of Ohio.

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IN WITNESS WHEREOF, the above named officers of each said company have executed this Certificate of Merger, in accordance with the provisions of Section 1701.51 of the Ohio Revised Code, this 21st day of December, 1987.

E. T. Parker

Edd T. Parker, President
of SET CONSUMER PRODUCTS, INC.

E. T. Parker

Edd T. Parker, President of
SET PRODUCTS, INC.

Jeanette L. Meier

Jeanette L. Meier, Secretary
of SET CONSUMER PRODUCTS, INC.

Jeanette L. Meier

Jeanette L. Meier, Secretary of
SET PRODUCTS, INC.

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ANNEX 1

AGREEMENT OF MERGER

This Agreement of Merger made this 21st day of December, 1987, between SET CONSUMER PRODUCTS, INC., an Ohio corporation whose principal office is located in Beachwood, Ohio (hereinafter called "SCPI"), and SET PRODUCTS, INC., an Ohio corporation whose principal office is located in Cleveland, Ohio (hereinafter called "SET"), said corporations being together hereinafter sometimes called the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Articles of Incorporation of SCPI were filed in the office of the Secretary of State of Ohio on February 19, 1985, pursuant to which SCPI is authorized to issue Seven Hundred Fifty (750) common shares without par value, of which One Hundred (100) shares are now outstanding;

WHEREAS, the Articles of Incorporation of SET (formerly known as Pre-Mix Corporation) were filed in the office of the Secretary of State of Ohio on January 6, 1959, amended as of September 10, 1963 and further amended as of August 2, 1977, pursuant to which SET is authorized to issue Two Hundred Fifty (250) shares of Common Capital Stock, without par value (the "common shares"), of which Two Hundred (200) shares are now outstanding;

WHEREAS, the Constituent Corporations are each a wholly-owned subsidiary of the same parent corporation; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that SCPI be merged with and into SET under the General Corporation Law of Ohio, and the respective Boards of Directors and Sole Shareholder of the Constituent Corporations have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and promises set forth below, the Constituent Corporations do hereby agree as follows:

Section 1. Both SCPI and SET are corporations organized and existing under the laws of the State of Ohio. On the Effective Date (as defined in Section 3) SCPI shall be merged with and into SET. SET shall be the surviving corporation and shall continue to be governed by the laws of the State of Ohio. The separate corporate existence of SCPI shall thereupon cease.

Section 2. The name of the Surviving Corporation shall be changed to Set Consumer Products, Inc. and the location of its principal office shall be changed to Beachwood, Ohio.

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Section 3. The merger of SCPI with and into SET provided for in this Agreement shall be one effective at the time of filing of the Certificate of Merger with respect thereto pursuant to §1701.81 of the Ohio Revised Code (the "Effective Date").

Section 4. The mode of carrying into effect the merger and the manner and basis of converting the shares of SCPI into shares of SET and of extinguishing the presently issued and outstanding common shares of SCPI shall be as follows:

(i) All common shares of SCPI issued and outstanding immediately prior to the Effective Date shall, at the time the merger becomes effective, be extinguished and cease to exist and no payment, common shares of any other class of corporation, or other consideration shall be made or issued in respect thereof.

(ii) Each common share, without par value, of SET issued and outstanding immediately prior to the Effective Date (there being no shares of any other class of SET issued and outstanding) shall, at the time the merger becomes effective, remain outstanding as one validly issued, fully paid and nonassessable common share, without par value, of the Surviving Corporation.

Section 5. The Amended Articles of Incorporation of the Surviving Corporation shall be as set forth in Exhibit A to this Agreement. The Code of Regulations of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall not be changed as a result of the merger becoming effective.

Section 6. At any time prior to the Effective Date, this Agreement may, by an instrument in writing, be amended by mutual consent of the Boards of Directors of the Constituent Corporations to the extent permitted by Ohio law and this Agreement may be terminated and abandoned at any time prior to the Effective Date by mutual agreement of the Boards of Directors of the Constituent Corporations.

Section 7. This Agreement (i) constitutes the entire agreement and supersedes all other prior agreements and understandings, both oral and written, between the Constituent Corporations, with respect to the subject matter hereof; (ii) shall not be assigned by operation of law or otherwise; and (iii) shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Ohio.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be signed in their respective corporate names by their

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respective Presidents and Secretaries, thereunto duly authorized by their respective Boards of Directors and Sole Shareholders.

SET PRODUCTS, INC.

By E. T. Parker
Edd T. Parker, President

and Jeanette L. Meier
Jeanette L. Meier, Secretary

SET CONSUMER PRODUCTS, INC.

By E. T. Parker
Edd T. Parker, President

and Jeanette L. Meier
Jeanette L. Meier, Secretary

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Chapter No. 270-14

EXHIBIT A

AMENDED ARTICLES OF INCORPORATION

OF

SET CONSUMER PRODUCTS, INC.

ARTICLE I

The name of the corporation is Set Consumer Products, Inc.

ARTICLE II

The principal office of the corporation shall be located in Beachwood, Cuyahoga County, Ohio.

ARTICLE III

The purpose or purposes for which, or for any of which, it is formed are to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio.

ARTICLE IV

The authorized number of shares of capital stock of the corporation shall consist of Two Hundred Fifty (250) shares of Common Capital Stock, without par value.

ARTICLE V

The corporation may purchase, from time to time, and to the extent permitted by the laws of Ohio, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amounts, from such holder or holders of outstanding shares of the corporation and at such prices as the Board of Directors of the corporation shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

ARTICLE VI

Notwithstanding any provision of the laws of the State of Ohio now or hereafter in force requiring, for any purpose, the vote of the holders of greater than a majority but less than all of the voting power

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of the corporation or of any class or classes of shares thereof, such action (unless otherwise expressly prohibited by statute) may be taken by vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

ARTICLE VII

These Amended Articles of Incorporation take the place of and supersede the existing Amended Articles of Incorporation as heretofore in effect.

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