

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Playtex Apparel Inc.		12/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sara Lee Corporation
Street Address:	1000 East Hanes Mill Road
City:	Winston-Salem
State/Country:	NORTH CAROLINA
Postal Code:	27105
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2414197	SEDUCTIVELY SLIM
Registration Number:	1909323	SMOOTHIE SOLUTIONS
Registration Number:	1045984	DIET SKINNY WAIST
Registration Number:	1030122	FLEUR DE LACE

CORRESPONDENCE DATA

Fax Number: (336)519-7312
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 336-519-7450
 Email: cpettitt@saralee.com
 Correspondent Name: Nicholas J. Valenziano, Jr., Esq.
 Address Line 1: 1000 East Hanes Mill Road
 Address Line 2: IP Law Dept.
 Address Line 4: Winston-Salem, NORTH CAROLINA 27105

NAME OF SUBMITTER: Amanda K. Truesdale

TRADEMARK

REEL: 003146 FRAME: 0139

CH \$115.00 2414197

Signature:	/Amanda K. Truesdale/
Date:	08/24/2005
Total Attachments: 3 source=plasl001#page1.tif source=plasl001#page2.tif source=plasl001#page3.tif	

ARTICLES OF MERGER

Between

PLAYTEX APPAREL, INC.

And

SARA LEE CORPORATION

THIS IS TO CERTIFY THAT:

FIRST: Sara Lee Corporation ("Sara Lee") and Playtex Apparel, Inc. ("Playtex") agree to merge in the manner hereinafter set forth (the "Merger").

SECOND: Sara Lee is the corporation to survive the Merger.

THIRD: Sara Lee is incorporated under the laws of the State of Maryland. Playtex was incorporated under the General Corporation Laws of the State of Delaware on November 14, 1986. Playtex, a wholly owned subsidiary of Sara Lee, is not qualified or registered to do business in the State of Maryland.

FOURTH: The principal office of Sara Lee in the State of Maryland is located in Baltimore City. Playtex has no principal office in the State of Maryland.

FIFTH: Playtex owns no interest in land in the State of Maryland.

SIXTH: The charter of Sara Lee will not be amended as a result of the Merger.

SEVENTH: The total number of shares of all classes of stock which each corporation party to these Articles of Merger ("Articles") has the authority to issue and the number of shares of each class are as follows:

a) Sara Lee

The total number of shares of all classes of stock which Sara Lee has authority to issue is 1,213,500,000 shares, consisting of 1,200,000,000 shares of common stock, \$.01 par value per share, and 13,500,000 shares of preferred stock, without par value. The aggregate par value of all shares of all classes having a par value is \$12,000,000.

b) Playtex

The total number of shares of all classes of stock which Playtex has authority to issue is 201,000 shares, consisting of 1,000 shares of common stock, \$.01 par value per share, and 200,000 shares of preferred stock, \$.01 par value per share. The aggregate par value of all shares of all classes having a par value is \$2,010.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 3/11/04 ⁴

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Sherry T. Burkard, Custodian

This stamp replaces our previous certification system. Effective: 6/95

EIGHTH: Upon the Effective Time (as defined below), Playtex shall be merged with and into Sara Lee. Thereupon, Sara Lee shall possess any and all purposes and powers of Playtex; and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of Playtex shall be transferred to, vested in, and devolved upon Sara Lee, without further act or deed, subject to all of the debts and obligations of Playtex. The stock of Playtex shall be completely canceled and cease to exist, and that of Sara Lee shall be unaffected by the Merger.

NINTH: The terms and conditions of the transaction described in these Articles were duly advised, authorized and approved by Sara Lee in the manner required by the laws of the State of Maryland and the charter of Sara Lee, as follows:

The Board of Directors of Sara Lee (the "Sara Lee Board"), by resolution filed with the minutes of the proceedings of the Sara Lee Board, approved the Merger described in these Articles on substantially the terms and conditions set forth herein. A vote of the stockholders of Sara Lee is not required by the laws of the State of Maryland or the charter of Sara Lee.

TENTH: The terms and conditions of the transaction described in these Articles were duly advised, authorized and approved by Playtex in the manner required by the laws of the State of Delaware and the charter of Playtex , as follows:

The Board of Directors of Playtex adopted a resolution approving the Merger described in these Articles on substantially the terms and conditions set forth herein. Said resolution of the Board of Directors was adopted by a written consent signed on December 23, 2003 by all of the members of the Board of Directors without a meeting. Approval of the vote of the sole stockholder of Playtex, Sara Lee, is not required by the laws of the State of Delaware or the charter of Playtex.


ELEVENTH: These Articles shall become effective on December 31, 2003 (the "Effective Time").

TWELFTH: The undersigned Vice Presidents each acknowledge these Articles to be the corporate act of the respective corporate party on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, the Vice Presidents each acknowledge that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.


[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 23rd day of December, 2003.

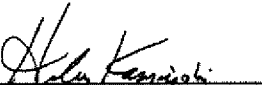
ATTEST:

By: 
Helen N. Kaminski
Assistant Secretary


SARA LEE CORPORATION

By: 
R. Henry Kleeman, Vice President
Deputy General Counsel and
Assistant Secretary

ATTEST:

By: 
Helen N. Kaminski
Assistant Secretary

PLAYTEX APPAREL, INC.

By: 
R. Henry Kleeman, Vice President
Deputy General Counsel and
Assistant Secretary