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To the Honorable Commissioner of Patents and Trademarks and the assigned original documents or copy thereof.

1. Name of conveying party(ies): 2-2-06 Chesebrough Pond's Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

- Nature of conveyance: Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: May 7, 2005

2. Name and address of receiving party(ies) Name: Conopco, Inc.

Internal Address:

Street Address: 33 Benedict Place

City: Greenwich State: CT ZIP: 06830

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State New York, 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

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

A. Trademark Application No.(s)

02/08/2006 DBYRNE 00000175 031595 857632 01 FC:8521 40.00 DA

B. Trademark Registration No.(s)

857,632

Additional numbers attached? Yes No

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

Name: Rowena DeLeon

Internal Address: Unilever

Street Address: 33 Benedict Place

City: Greenwich State: CT ZIP: 06830

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number: 03-1595

(Attach duplicate copy of this page if paying by deposit account)

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.

ROWENA DELEON Name of Person Signing

Signature

2/2/2006 Date

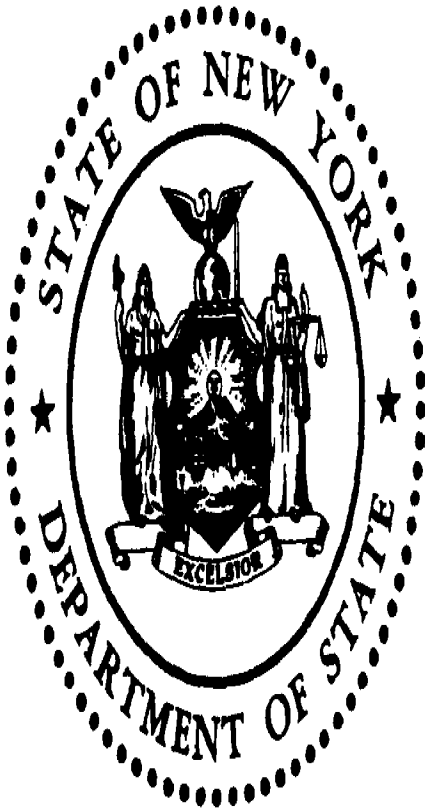
Total number of pages including cover sheet, attachments, and document: 5

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**May 6, 2005**



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the seal area.

*Secretary of State*

1-050504000989

CT-07

CERTIFICATE OF MERGER

OF

CHESEBROUGH-POND'S INC.  
a Delaware corporation

INTO

CONOPCO, INC.  
a New York corporation

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, David A. Schwartz and David J. Strickland, III being respectively the Vice President and the Assistant Secretary of Conopco, Inc., and David Ley Hamilton and Andrew M. Johnston, being respectively the President and the Assistant Secretary of Chesebrough-Pond's Inc. hereby certify:

1 (a) The name of each constituent corporation is as follows:

Conopco, Inc., originally incorporated as The Chesebrough Manufacturing Company Consolidated	New York
Chesebrough-Pond's Inc.	Delaware

(b) The name of the surviving corporation is Conopco, Inc. and following the merger its name shall be Conopco, Inc.

2. (a) As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation and number of shares in each class or Series outstanding	Class or series of shares entitled to vote	Shares entitled to vote as a class or series
Conopco, Inc.	100,011 Common	Class A	100,011
Chesebrough-Pond's Inc.	100 Common		100

(b) The foreign corporation has never qualified to transact business in New York.

3. The date when the certificate of incorporation of each constituent corporation was filed by the Department of State is as follows:

Name of Corporation  
Conopco, Inc.

Date of Incorporation  
May 11, 1880

Name of Corporation  
Chesebrough-Pond's Inc.

State/Date of Incorporation  
Delaware/March 28, 1990

4. The merger was adopted by the New York constituent corporation in the following manner: as to Conopco, Inc., by the written consent of the Sole Shareholder given in accordance with Section 615 of the Business Corporation Law.

Chesebrough-Pond's Inc. has complied with the applicable provisions of the laws of the State of Delaware in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by written consent of the board of directors and the sole stockholder.


5. The merger shall be effective on the 7<sup>th</sup> day of May, 2005.

IN WITNESS WHEREOF, we have signed this certificate on the 3<sup>rd</sup> day of May, 2005 and we affirm the statements contained therein as true under penalties of perjury.

Conopco, Inc.

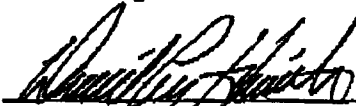


David A. Schwartz, Vice President



David J. Strickland, III, Assistant Secretary

Chesebrough-Pond's Inc.



David Ley Hamilton, Vice President



David A. Harris, Vice President

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2