

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/26/2004
CONVEYING PARTY DATA	
Name	Execution Date
REMINGTON PRODUCTS COMPANY, L.L.C.	03/26/2004
RECEIVING PARTY DATA	
Name:	RAYOVAC CORPORATION
Street Address:	601 Rayovac Drive
City:	Madison
State/Country:	WISCONSIN
Postal Code:	53711-6042
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	D374743
CORRESPONDENCE DATA	
Fax Number:	(314)612-2307
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	3146215070
Email:	mglaus@armstrongteasdale.com
Correspondent Name:	Richard L. Bridge
Address Line 1:	One Metropolitan Square, Suite 2600
Address Line 2:	Armstrong Teasdale LLP
Address Line 4:	St. Louis, MISSOURI 63102
ATTORNEY DOCKET NUMBER:	27861-271
NAME OF SUBMITTER:	Patrick W. Rasche
Total Attachments: 5	
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State of Delaware
Secretary of State
Division of Corporations
Delivered 04:34 PM 03/26/2004
FILED 04:34 PM 03/26/2004
SRV 040225591 - 2612276 FILE

CERTIFICATE OF MERGER
MERGING
REMINGTON PRODUCTS COMPANY, L.L.C.
(a Delaware limited liability company)
WITH AND INTO
RAYOVAC CORPORATION
(a Wisconsin corporation)

FIRST: Remington Products Company, L.L.C., a Delaware limited liability company ("RPC"), and Rayovac Corporation, a Wisconsin corporation and sole member of RPC ("Rayovac"), have agreed that RPC shall be merged with and into Rayovac, with Rayovac as the surviving corporation, in accordance with and pursuant to that certain Agreement and Plan of Merger dated as of March 26, 2004 between RPC and Rayovac.

SECOND: The Agreement and Plan of Merger has been approved and executed by each of Rayovac and RPC in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act and Section 180.1104 of the Wisconsin Business Corporation Law. The approval of the shareholders of Rayovac was not required to adopt the Agreement and Plan of Merger.

THIRD: The name of the surviving corporation is Rayovac Corporation.

FOURTH: The Merger shall become effective at 1:01 a.m. E.S.T. on March 29, 2004.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of Rayovac, the address of which is 601 Rayovac Drive, Madison, WI 53711-6042.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by Rayovac, on written request and without cost, to any shareholder or member of Rayovac or RPC.

SEVENTH: Rayovac, the surviving corporation, agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of RPC. Rayovac irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such action, suit or proceeding. The address to which the Secretary of State shall mail a copy of any process in such proceeding is:

Rayovac Corporation
601 Rayovac Drive
Madison, WI 53711-6042
Attention: Vice President & General Counsel

IN WITNESS WHEREOF, Rayovac, as the surviving corporation, has executed and delivered this Certificate of Merger on the 26th day of March, 2004.

RAYOVAC CORPORATION

By: *Randall J. Steward*
Name: Randall J. Steward
Title: Executive Vice President and C.F.O.

ARTICLES OF MERGER

MERGING

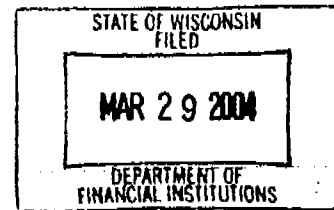
REMINGTON PRODUCTS COMPANY, L.L.C.
(a Delaware limited liability company)

WITH AND INTO

RAYOVAC CORPORATION
(a Wisconsin corporation)

STATE OF WISCONSIN
DEPARTMENT OF
FINANCIAL INSTITUTIONS

04 MAR 26 AM 11:53



FIRST: Remington Products Company, L.L.C., a Delaware limited liability company ("RPC"), and Rayovac Corporation, a Wisconsin corporation and sole member of RPC ("Rayovac"), have agreed that RPC shall be merged with and into Rayovac, with Rayovac as the surviving corporation, in accordance with and pursuant to that certain Agreement and Plan of Merger dated as of March 26, 2004 between RPC and Rayovac, a copy of which is attached as Exhibit A to these Articles of Merger.

SECOND: The Agreement and Plan of Merger was approved by Rayovac in accordance with Section 180.1104 of the Wisconsin Business Corporation Law and by RPC in accordance with Section 18-209 of the Delaware Limited Liability Company Act, the manner required by the laws applicable to RPC.

THIRD: The Merger shall become effective at 12:01 a.m. C.S.T. on March 29, 2004.

IN WITNESS WHEREOF, Rayovac, as the surviving corporation, has executed and delivered these Articles of Merger on the 26th day of March, 2004.

RAYOVAC CORPORATION

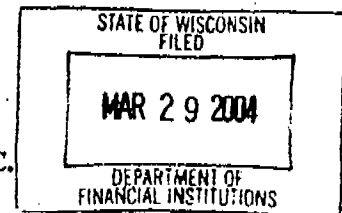
By: *Randall J. Steward*
Name: Randall J. Steward
Title: Executive Vice President and C.F.O.

THIS DOCUMENT } Outside of Wisconsin
WAS DRAFTED }

**EXHIBIT A
TO
ARTICLES OF MERGER
MERGING
REMINGTON PRODUCTS COMPANY, L.L.C.
WITH AND INTO
RAYOVAC CORPORATION**

**[Agreement and Plan of Merger by which
Remington Products Company, L.L.C.
Merges with and into
Rayovac Corporation]**

**AGREEMENT AND PLAN OF MERGER
BY WHICH
REMINGTON PRODUCTS COMPANY, L.L.C.
MERGES WITH AND INTO
RAYOVAC CORPORATION**



THIS IS AN AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan of Merger") dated as of March 26, 2004 by and between Remington Products Company, L.L.C., a Delaware limited liability company ("RPC"), and Rayovac Corporation, a Wisconsin corporation ("Rayovac") (RPC and Rayovac are sometimes referred to collectively as the "Constituent Companies"), and by which RPC and Rayovac, in consideration of the mutual promises and the terms and conditions set forth below (the mutuality, adequacy and sufficiency of which are hereby acknowledged), hereby agree, intending to be legally bound, as follows:

1. Background. Rayovac owns 100% of the membership interests of RPC. This Agreement and Plan of Merger is adopted pursuant to Sections 180.1104, 180.1105 and 180.1107(d) of the Wisconsin Business Corporation Law (the "WBCL") and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA").
2. The Merger and the Surviving Corporation. At the Merger Effective Time (as defined below), RPC shall be merged with and into Rayovac (the "Merger"), which shall be the surviving corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Wisconsin under the name Rayovac Corporation, and the Merger shall otherwise have the effect provided under the laws of the State of Wisconsin and the State of Delaware. It is the intention of Rayovac and RPC that the Merger be treated as a complete liquidation of RPC in compliance with section 332 of the Internal Revenue Code of 1986, as amended.
3. Articles/Certificate of Merger. Pursuant to Section 180.1104 and 180.1105 of the WBCL and Section 18-209 of the DLLCA, Rayovac shall execute and file Articles and a Certificate of Merger with the offices of the Wisconsin DFI and the Delaware Secretary of State, respectively.
4. Merger Effective Time. The Merger shall be effective at 12:01 a.m. C.S.T. on March 29, 2004 (the "Merger Effective Time").
5. Manner and Basis of Converting Shares and Membership Interests. At the Merger Effective Time, the membership interests of RPC that are issued and outstanding immediately prior to the Merger Effective Time shall, by virtue of the Merger and without any further action on the part of any RPC member, be extinguished and canceled, and no Rayovac shares shall be issued in respect of such RPC membership interests. Each share of Rayovac stock that is issued and outstanding immediately prior to the Merger Effective Time shall remain issued and outstanding and unaffected by the Merger.
6. Articles of Incorporation. The articles of incorporation of Rayovac, as in effect immediately prior to the Merger Effective Time, shall continue to be the surviving corporation's

articles of incorporation at and after the Merger Effective Time until amended in accordance with applicable law.

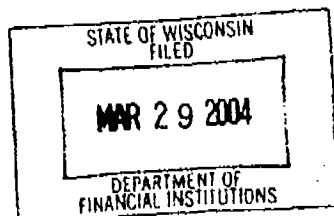
7. Bylaws. The bylaws of Rayovac, as in effect immediately prior to the Merger Effective Time, shall continue to be the surviving corporation's bylaws at and after the Merger Effective Time until amended in accordance with applicable law.

8. Directors and Officers. The persons who are the directors and officers of Rayovac immediately prior to the Merger Effective Time shall continue to be the surviving corporation's directors and officers at and after the Merger Effective Time until changed in accordance with the surviving corporation's bylaws and applicable law.

9. Further Assurances. Upon the execution of this Agreement and Plan of Merger and thereafter, each of the Constituent Companies agrees to do such things as may be reasonably requested by the other in order more effectively to consummate or document the transactions contemplated by this Agreement and Plan of Merger. If at any time the surviving corporation shall consider or be advised that any further assignments or assurances or any things are necessary or desirable to vest in the surviving corporation, in accordance with the terms of this Agreement and Plan of Merger, the title of any property or rights of the merging corporation, then any of the last acting officers of the merging corporation or the officers of the surviving corporation shall execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, or otherwise to carry out the purposes of this Agreement and Plan of Merger or the Merger.

10. Copies. This Agreement and Plan of Merger may be executed in two or more copies, each of which shall be deemed an original, and it shall not be necessary in making proof of this Agreement and Plan of Merger or its terms to produce or account for more than one of such copies.

DULY EXECUTED and delivered by a duly authorized officer of each of the Constituent Companies, as of the date first above written.



RAYOVAC CORPORATION

By: Randall J. Steward
Name: Randall J. Steward
Title: Executive Vice President and C.F.O.

REMINGTON PRODUCTS COMPANY,
L.L.C.

By: Randall J. Steward
Name: Randall J. Steward
Title: Vice President