

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/17/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HP Intellectual Corp.		12/31/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Applica Consumer Products, Inc.
Street Address:	3633 Flamingo Road
City:	Miramar
State/Country:	FLORIDA
Postal Code:	33027
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	78688675	LITTER MAID
Serial Number:	78433729	LITTERMAID CLASSIC
Serial Number:	78637211	LITTERMAID LITTER CENTER
Serial Number:	78636822	LITTERMAID ELITE
Serial Number:	78636804	LITTERMAID ONE-STEP
Serial Number:	78636784	LITTERMAID ELITE MEGA
Serial Number:	78636749	LITTERMAID KITTY KABANA
Serial Number:	78543908	LITTERMAID
Registration Number:	2435881	LITTERMAID
Registration Number:	2343052	LITTER MAID
Registration Number:	2122007	LITTER MAID

CORRESPONDENCE DATA

CH \$290.00 78688675

Fax Number: (512)322-8307
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 512.322.2673
Email: raman.dewan@bakerbotts.com
Correspondent Name: Raman N. Dewan
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Address Line 2: 1500 San Jacinto Center
Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:	074104.0101
NAME OF SUBMITTER:	Raman N. Dewan
Signature:	/raman n. dewan/
Date:	03/21/2006

Total Attachments: 3
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HP INTELLECTUAL CORP.", A DELAWARE CORPORATION,

WITH AND INTO "APPLICA CONSUMER PRODUCTS, INC." UNDER THE NAME OF "APPLICA CONSUMER PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF JANUARY, A.D. 2006, AT 1:40 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4094700 8100M

060042747

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4453231

DATE: 01-17-06

TRADEMARK
REEL: 003272 FRAME: 0857

STATE OF DELAWARE

CERTIFICATE OF MERGER
OF
HP INTELLECTUAL CORP, a Delaware corporation
INTO
APPLICA CONSUMER PRODUCTS, INC., a Florida corporation

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is HP Intellectual Corp., a Delaware corporation and Applica Consumer Products, Inc., a Florida corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is Applica Consumer Products, Inc., a Florida corporation.

FOURTH: The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

FIFTH: The merger is to become effective as of January 17, 2006.

SIXTH: The Agreement of Merger is on file at the offices of Applica Consumer Products, Inc. at 3633 Flamingo Road, Miramar, Florida 33027.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of the State of Delaware as its agent to accept services of process in any such suit of proceeding. The Secretary of State shall mail any such process to the surviving corporation at 3633 Flamingo Road, Miramar, Florida 33027

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed
by an authorized officer this 31st day of December, 2005.

APPLICA CONSUMER PRODUCTS, INC.

By: *Lisa R. Carstarphen*
Name: Lisa R. Carstarphen
Title: Corporate Secretary