

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		CHANGE OF NAME	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lifetime Hoan Corporation		06/07/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Lifetime Brands, Inc.		
Street Address:	One Merrick Avenue		
City:	Westbury		
State/Country:	NEW YORK		
Postal Code:	11590		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78332157	PRO FORGED	
CORRESPONDENCE DATA			
Fax Number:	(212)704-5987		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2127046125		
Email:	trademarks@troutmansanders.com		
Correspondent Name:	Karl M. Zielaznicki, Esq.		
Address Line 1:	600 Peachtree Street, Suite 5200		
Address Line 2:	Troutman Sanders LLP c/o TM Docket Clerk		
Address Line 4:	Atlanta, GEORGIA 30308-2216		
ATTORNEY DOCKET NUMBER:	356464.000519		
NAME OF SUBMITTER:	Karl M. Zielaznicki, Esq.		
Signature:	/kmz/		
Date:	05/12/2006		

OP \$40.00 78332157

Total Attachments: 3

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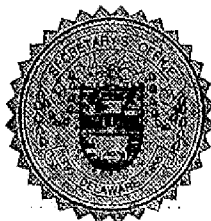
Delaware

PAGE 1

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 AMENDMENT OF "LIFETIME HOAN CORPORATION", CHANGING ITS NAME FROM "LIFETIME HOAN CORPORATION" TO "LIFETIME BRANDS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 2005, AT 2:08 O'CLOCK P.M.

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



2024122 8100

050483021

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3939098

DATE: 06-09-05

TRADEMARK
REEL: 003307 FRAME: 0538

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 06/09/2005
FILED 02:08 PM 06/09/2005
SRV 050483021 - 2024122 FILE

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
LIFETIME HOAN CORPORATION

Pursuant to Section 242 of the Delaware
General Corporation Law

LIFETIME HOAN CORPORATION, a Delaware corporation, hereby certifies as follows:

FIRST: The Restated Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation by deleting in its entirety Article FIRST of the Restated Certificate of Incorporation and inserting a new Article FIRST which reads as follows:

FIRST: The name of the corporation is LIFETIME BRANDS, INC.

SECOND: The Restated Certificate of Incorporation of the Corporation is hereby amended to delete provisions regarding the reclassification of the former shares of Common Stock of the par value of One Dollar (\$1.00) per share of the Corporation into shares of Common Stock of the par value of One Cent (\$.01) per share of the Corporation, which reclassification took place upon the filing on April 23, 1991 of the Restated Certificate of Incorporation of the Corporation, by deleting in its entirety the second paragraph of Article FOURTH of the Restated Certificate of Incorporation.

1-NY/287374.3

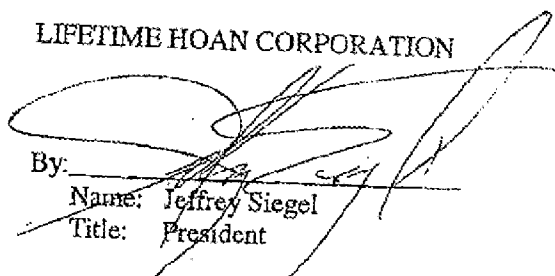
THIRD: The Restated Certificate of Incorporation of the Corporation is hereby amended to permit the Board of Directors of the Corporation to adopt, amend or repeal By-Laws of the Corporation by adding a new Article SEVENTH which reads as follows:

SEVENTH: The Board of Directors of the Corporation may make By-Laws and from time to time may alter, amend or repeal By-Laws.

FOURTH: This Amendment to the Restated Certificate of Incorporation of the Corporation was duly adopted by the Board of Directors and by the holders of the outstanding stock of the Corporation entitled to vote thereon in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Restated Certificate of Incorporation of the Corporation to be executed by its President this 7th day of June, 2005.

LIFETIME HOAN CORPORATION

By: 
Name: Jeffrey Siegel
Title: President