

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: 1

Property Type	Number	Word Mark
Serial Number:	75456263	WINDMERE

CORRESPONDENCE DATA

Fax Number: (512)322-8335
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 5123222673
 Email: austmdept@bakerbotts.com
 Correspondent Name: Raman N. Dewan
 Address Line 1: Baker Botts L.L.P. (074104.1046)
 Address Line 2: 98 San Jacinto Blvd., Ste. 1500
 Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:	074104.1046
NAME OF SUBMITTER:	Lisa R. Carstarphen
Signature:	/lrc/

CH \$40.00 75456263

Date:

06/19/2006

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: 003333 FRAME: 0154

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