

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: 43

Property Type	Number	Word Mark
Registration Number:	2428963	BELSON
Registration Number:	2420061	VARI-FLOW
Registration Number:	2413167	STRATUS
Registration Number:	2394309	HEALTH ZONE
Registration Number:	2311859	CATENT
Registration Number:	2311858	WINDMERE
Registration Number:	2402724	BACTI-BAN
Registration Number:	2394182	PREMIERE SERIES
Registration Number:	2400828	PREMIERE SERIES
Registration Number:	2433995	ULTRA-TECH
Registration Number:	2446818	GOLD 'N HOT
Registration Number:	2414511	BABY BUZZ
Registration Number:	2414483	WINDMERE

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Registration Number:	2367014	CITRUS COOLER
Registration Number:	2386254	SOLID GOLD
Registration Number:	2327132	BELSON
Registration Number:	2362929	HAIR PRINTS
Registration Number:	2360663	VIA FORZA
Registration Number:	2155509	BELSON
Registration Number:	1959930	BELSON
Registration Number:	1942498	GOLD 'N HOT
Registration Number:	1947540	STEAM'N GLIDE
Registration Number:	1597326	PREMIERE
Registration Number:	1569531	HEAT PRO
Registration Number:	1566958	CURLMASTER
Registration Number:	1566016	HIDE-AWAY
Registration Number:	1560726	ENVIRORESEARCH
Registration Number:	1537957	SHEAR TECH
Registration Number:	1537956	SHEAR TECHNOLOGY
Registration Number:	1568049	WINDMERE
Registration Number:	1537952	TAKUMI
Registration Number:	1488192	PREMIERE
Registration Number:	1488191	SALON DESIGNS
Registration Number:	1490928	PRO STAR
Registration Number:	1461775	WINDMERE
Registration Number:	1532528	BELSON
Registration Number:	1500254	HOT SILVER
Registration Number:	1548341	CLOTHES SHAVER
Registration Number:	1452026	SOLID GOLD
Registration Number:	1456251	PROFILES
Registration Number:	1457036	QUICK HEAT
Registration Number:	1382880	MAXI GRIP
Registration Number:	1377913	SALON DESIGNS

CORRESPONDENCE DATA

Fax Number: (512)322-8335

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 512.322.2673

Email: austmdept@bakerbotts.com

TRADEMARK
REEL: 003343 FRAME: 0794

Correspondent Name: Raman N. Dewan
Address Line 1: Baker Botts L.L.P. (074104.2063)
Address Line 2: 98 San Jacinto Blvd., Ste. 1500
Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:

074104.2063

NAME OF SUBMITTER:

Heather D. Smith

Signature:

/hds/

Date:

07/07/2006

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: 003343 FRAME: 0796

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