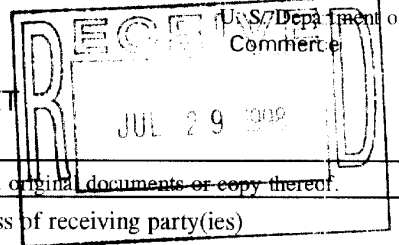


07-31-1998



100781706



7-29-98

SHEET

To the Honorable Commissioner of Patents and Trademarks

attached original documents or copy thereof.

1. Name of conveying party(ies):

OPI I, INC.

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and Address of receiving party(ies)

OP II, INC.  
16 SOUTH CONGRESS AVENUE  
SUITE 200  
DELRAY BEACH, FLORIDA 33444

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporations Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 16, 1996

Effective Date: December 23, 1996

4. Application number(s) or registration number(s): SEE ATTACHED SCHEDULE

722078

A. Trademark Application Nos.

B. Trademark Registration No.

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Elain D. Ziff, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
919 Third Avenue  
New York, New York 10022-3897

6. Total number of applications involved: 69

7. Total fee (37 CFR 3.41). \$1740.00

Enclosed

All or any deficiency is authorized to be charged to Deposit Account No.

8. Deposit Account No.

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Elaine D. Ziff, Esq.  
Name

[Signature]  
Signature

July, 1998  
Date

Total number of pages including cover sheet, attachments, and document: 11

07/30/1998 TTON11 00000191 722078

01 FC:481  
02 FC:482

40.00 OP  
1700.00 OP

**Merger of OPI I, Inc. into OP II, Inc. - Trademarks**

<b>TRADEMARK</b>	<b>REGISTRATION OR APPLICATION NUMBER</b>	<b>REGISTRATION OR APPLICATION DATE</b>	<b>CURRENT OWNER</b>
SUNBEAM	722,078	9/26/61	OWL HOLDINGS, INC.
SUNBEAM	774,123	7/28/64	OWL HOLDINGS, INC.
SUNBEAM	811,677	7/26/66	OWL HOLDINGS, INC.
SUNBEAM	862,654	12/31/68	OWL HOLDINGS, INC.
SUNBEAM	934,033	5/16/72	OWL HOLDINGS, INC.
SUNBEAM	963,725	7/10/73	OWL HOLDINGS, INC.
SUNBEAM AND DESIGN	280,756	2/24/31	OWL HOLDINGS, INC.
SUNBEAM AND DESIGN	370,742	9/5/39	OWL HOLDINGS, INC.
SUNBEAM (STYLIZED)	390,181	9/9/41	OWL HOLDINGS, INC.
SUNBEAM AND DESIGN	430,571	6/17/47	OWL HOLDINGS, INC.
SUNBEAM	675,555	3/17/59	OWL HOLDINGS, INC.
SUNBEAM	665,985	8/19/58	OWL HOLDINGS, INC.
SUNBEAM (STYLIZED)	442,875	6/14/49	OWL HOLDINGS, INC.
OSTER	1,636,082	2/26/91	OWL HOLDINGS, INC.
OSTER	885,780	2/10/70	OWL HOLDINGS, INC.

TRADEMARK	REGISTRATION OR APPLICATION NUMBER	REGISTRATION OR APPLICATION DATE	CURRENT OWNER
JOAN OSTER	1,129,943	1/29/80	OWL INVESTMENTS, INC.
OSTER	847,078	4/2/68	OWL INVESTMENTS, INC.
OSTER AND DESIGN	1,198,487	6/22/82	OWL INVESTMENTS, INC.
OSTER	1,111,335	1/16/79	OWL INVESTMENTS, INC.
OSTER	368,541	6/20/39	OWL INVESTMENTS, INC.
OSTER	930,801	3/14/72	OWL INVESTMENTS, INC.
OSTER	1,181,752	12/15/81	OWL INVESTMENTS, INC.
OSTER	891,956	6/2/70	OWL INVESTMENTS, INC.
OSTER	862,034	12/17/68	OWL INVESTMENTS, INC.
OSTER	860,036	11/12/68	OWL INVESTMENTS, INC.
OSTER	859,247	10/29/68	OWL INVESTMENTS, INC.
OSTER	858,325	10/8/68	OWL INVESTMENTS, INC.
OSTER	886,898	2/24/70	OWL INVESTMENTS, INC.
OSTERIZER (STYLIZED)	512,246	7/12/49	OWL INVESTMENTS, INC.
OSTERIZER	872,907	7/15/69	OWL INVESTMENTS, INC.
OSTERIZER AND DESIGN	1,198,488	6/22/82	OWL INVESTMENTS, INC.

TRADEMARK	REGISTRATION OR APPLICATION NUMBER	REGISTRATION OR APPLICATION DATE	CURRENT OWNER
SUNBEAM	665,123	7/29/58	OWL INVESTMENTS, INC.
SUNBEAM	665,821	8/12/58	OWL INVESTMENTS, INC.
SUNBEAM	668,931	10/28/58	OWL INVESTMENTS, INC.
SUNBEAM	661,875	5/20/58	OWL INVESTMENTS, INC.
SUNBEAM (STYLIZED)	668,638	10/21/58	OWL INVESTMENTS, INC.
SUNBEAM	674,957	3/3/59	OWL INVESTMENTS, INC.
SUNBEAM	680,401	6/16/59	OWL INVESTMENTS, INC.
SUNBEAM	673,511	2/3/59	OWL INVESTMENTS, INC.
SUNBEAM	685,130	9/15/59	OWL INVESTMENTS, INC.
SUNBEAM	687,703	11/3/59	OWL INVESTMENTS, INC.
SUNBEAM	696,712	4/26/60	OWL INVESTMENTS, INC.
SUNBEAM	684,749	9/8/59	OWL INVESTMENTS, INC.
SUNBEAM	1,159,053	6/30/81	OWL INVESTMENTS, INC.
SUNBEAM	707,174	11/15/60	OWL INVESTMENTS, INC.
SUNBEAM	747,286	3/26/63	OWL INVESTMENTS, INC.
SUNBEAM	760,267	11/19/63	OWL INVESTMENTS, INC.

TRADEMARK	REGISTRATION OR APPLICATION NUMBER	REGISTRATION OR APPLICATION DATE	CURRENT OWNER
SUNBEAM	760,317	11/19/63	OWL INVESTMENTS, INC.
SUNBEAM	771,963	6/23/64	OWL INVESTMENTS, INC.
SUNBEAM	784,022	1/26/65	OWL INVESTMENTS, INC.
SUNBEAM	815,794	9/27/66	OWL INVESTMENTS, INC.
SUNBEAM	825,228	3/7/67	OWL INVESTMENTS, INC.
SUNBEAM	857,868	10/1/68	OWL INVESTMENTS, INC.
SUNBEAM	872,228	7/1/69	OWL INVESTMENTS, INC.
SUNBEAM	880,963	11/18/69	OWL INVESTMENTS, INC.
SUNBEAM AND DESIGN	1,703,071	7/28/92	OWL INVESTMENTS, INC.
SUNBEAM	1,186,503	1/19/82	OWL INVESTMENTS, INC.
SUNBEAM AND DESIGN	606,316	5/24/55	OWL INVESTMENTS, INC.
SUNBEAM AND DESIGN	540,165	3/27/51	OWL INVESTMENTS, INC.
SUNBEAM AND DESIGN	534,785	12/12/50	OWL INVESTMENTS, INC.
SUNBEAM (STYLIZED)	539,425	3/13/51	OWL INVESTMENTS, INC.
SUNBEAM AND DESIGN	433,548	10/21/47	OWL INVESTMENTS, INC.
SUNBEAM (STYLIZED)	433,547	10/21/47	OWL INVESTMENTS, INC.

TRADEMARK	REGISTRATION OR APPLICATION NUMBER	REGISTRATION OR APPLICATION DATE	CURRENT OWNER
SUNBEAM (STYLIZED)	429,134	4/22/47	OWL INVESTMENTS, INC.
SUNBEAM	770,762	6/2/64	OWL INVESTMENTS, INC.
SUNBEAM (STYLIZED)	428,410	3/25/47	OWL INVESTMENTS, INC.
SUNBEAM	697,426	5/10/60	OWL INVESTMENTS, INC.
SUNBEAM	1,141,160	11/4/80	OWL INVESTMENTS, INC.
SUNBEAM	1,960,127	3/5/96	OWL INVESTMENTS, INC.

TRADEMARK  
 REEL: 1772 FRAME: 0683

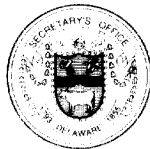
*State of Delaware*  
*Office of the Secretary of State* PAGE 1


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I, EDWARD J. FREEL, 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:

"OPI I, INC.", A DELAWARE CORPORATION,

WITH AND INTO "OP II, INC." UNDER THE NAME OF "OP II, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996, AT 3 O'CLOCK P.M.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2306351 8100M

981254282

AUTHENTICATION: 9171039  
DATE: 06-30-98  
TRADEMARK  
REEL: 1772 FRAME: 0684

CERTIFICATE OF MERGER  
OF  
OPI I, INC.  
INTO  
OP II, INC.

The undersigned corporation does hereby certify:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows (together, the "Constituent Corporations"):

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
OPI I, Inc.	Delaware
OP II, Inc.	Florida

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is OP II, Inc., a Florida corporation (the "Surviving Corporation").

FOURTH: That the Articles of Incorporation of the Surviving Corporation shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: That the Surviving Corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other



proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That the effective date of the merger shall be December 29, 1996.

Signed this 17 day of December, 1996.

OF II, INC.

By: Robert Totte  
Printed Name: Robert Totte  
Its: President

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