

10-27-1998

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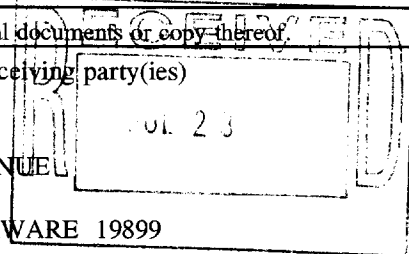
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
OWL HOLDINGS, INC.

MRD
10-21-98

2. Name and Address of receiving party(ies)

OPI I, INC.
222 DELAWARE AVENUE
P.O. BOX 791
WILMINGTON, DELAWARE 19899



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

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

33
EXPRES MRD
7-22-98

- 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

Execution Date: September 18, 1996
Effective Date: September 25, 1996

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

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:

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

6. Total number of applications involved: 70

7. Total fee (37 CFR 3.41). \$1765.00

Enclosed

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

8. Deposit Account No.

07/27/1998 DNGUYEN 00000003 722078

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 1725.00 OP

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

July, 1998
Date

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

Change of Name from Owl Holdings, Inc. to OPI I, Inc. - Trademarks

TRADEMARK	REGISTRATION OR APPLICATION NUMBER	REGISTRATION OR APPLICATION DATE	CURRENT OWNER
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.
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.
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	1,084,648		2/7/78	OWL INVESTMENTS, INC.
SUNBEAM	747,286		3/26/63	OWL INVESTMENTS, INC.
SUNBEAM	760,267		11/19/63	OWL INVESTMENTS, INC.
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 (STYLIZED)	627,681		5/29/56	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.
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.

State of Delaware
Office of the Secretary of State

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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 AMENDMENT OF "OWL HOLDINGS, INC.", CHANGING ITS NAME FROM "OWL HOLDINGS, INC." TO "OPI I, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2306351 8100

981250371

AUTHENTICATION:

DATE: 9166530

06-26-98

TRADEMARK

REEL: 1802 FRAME: 0828



CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/25/1996
960278063 - 2306351

OWL HOLDINGS, INC.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of JUNE 20, 1996

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

THE NAME OF THE CORPORATION IS:

OPI L, INC.

- ▶ SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- ▶ THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- ▶ FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.
- ▶ IN WITNESS WHEREOF, said CORPORATION

has caused this certificate to be signed by

NORMAN J. SHUMAN

Vice
its President,

and ROBERT P. TOTTE

its Secretary,

this 18TH day of SEPTEMBER, 1996

Norman J. Shuman
Vice President

ATTEST: *Robert P. Totte*
Secretary

AMENDMENT
By _____