

03-13-2003

Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RECO



U.S. Dept. of Commerce Patent and Trademark Office

To the Honorable Commissioner documents or copy thereof.

102388996

Record the attached original

1. Name of conveying party(ies): PHILIPS ELECTRONICS NORTH AMERICA CORPORATION WITH AND INTO FGP CORP. UNDER THE NAME OF PHILIPS ELECTRONICS NORTH AMERICA CORPORATION

2. Name and address of receiving party(ies): Name: PHILIPS ELECTRONICS NORTH AMERICA CORPORATION Internal Address: Street Address: 1251 Avenue of the Americas City: New York State: NY Zip: 10020-1104

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

Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State of Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Destinations must be a separate document from Assignment) Additional names(s) & Address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: December 1, 1995 (effective on December 31, 1995)

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

400,517 (PHILCO) 400,943 (PHILCO) 401,744 (PHILCO) 402,689 (PHILCO) AND 413,412 (PHILCO)

Additional Numbers Attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Philips Electronics North America Corporation Internal Address: Street Address: 580 White Plains Road City: Tarrytown State: NY Zip: 10591

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) ...\$ 140.00 Enclosed Authorized to Deposit Account

8. Deposit Account Number: 14-1270 (Attach duplicate copy of this page paying by deposit account)

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.

Edward W. Goodman Name of Person Signing Signature Date March 5, 2003

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002690 FRAME: 0237

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "FGP CORP." UNDER THE NAME OF "PHILIPS ELECTRONICS NORTH AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7772309

DATE:

12-29-95

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PHILIPS ELECTRONICS NORTH AMERICA CORPORATION
(A Delaware corporation)

INTO

FGP CORP.
(a Delaware Corporation)

(Under Sections 103 and 253 of the General
Corporation Law of the State of Delaware)

WHEREAS, FGP Corp. has entered into an Agreement and Plan of Liquidation and Merger with Philips Electronics North America Corporation, duly adopted by the Board of Directors at a meeting held on Friday, September 22, 1995; now pursuant thereto:

FIRST: FGP Corp., a Delaware corporation, hereby certifies that it is the owner of all of the outstanding shares of capital stock of Philips Electronics North America Corporation.

SECOND: FGP Corp. hereby further certifies that the following resolution was duly adopted by the Board of Directors at a meeting held on Friday, September 22, 1995:

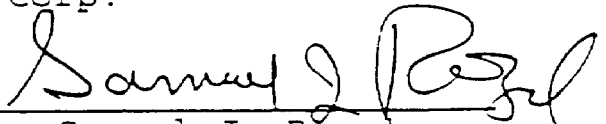
RESOLVED, that effective on December 31, 1995 at 5:00 p.m. New York time, with such date and time to be specified as the effective time in the relevant Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware, Philips Electronics North America Corporation shall be merged with and into this Corporation and the name of this Corporation shall be changed to "Philips Electronics North America Corporation."

THIRD: This Certificate of Ownership and Merger shall not be effective until 5:00 p.m., New York time, December 31, 1995.

IN WITNESS WHEREOF, the undersigned has executed
this certificate of ownership and Merger

Date: December 1, 1995

FGP Corp.

By: 

Name: Samuel J. Rózel

Title: Senior Vice
President

NY12528\38451.3

RECORDED: 03/11/2003

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