



100901207

copy thereof.

To the Honorable Commissioner of Patents and Trademark

MPG 11-3-98

1. Name of conveying party(ies):

BotBlocks Incorporated
119 Aberdeen, Suite 7
Cardiff, California 92007

- Individual(s)
 - General Partnership
 - Corporation-State
 - Other
 - Association
 - Limited Partnership
- Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: ROKENBOK TOY COMPANY
Internal Address: _____
Street Address: 119 Aberdeen, Suite 7
City Cardiff State CA ZIP 92007

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State CALIFORNIA
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No
(Designation 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 18, 1996

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

A. Trademark Application No.(s)

75/209,825

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: FULWIDER PATTON LEE & UTECHT, LLP

Internal Address: ELLSWORTH R. ROSTON, ESQ.

Street Address: 10877 WILSHIRE BOULEVARD

10TH FLOOR

City: LOS ANGELES State: CA ZIP 90024

6. Total No. of applications and registrations involved 1

7. Total fee (37 CFR 3.41):.....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account
- Any deficiencies in enclosed fees

8. Deposit account number: 06-2425

(Attach duplicate copy of this page if 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.

Ellsworth R. Roston, Reg. No. 16,310

Name of Person Signing

Ellsworth R. Roston
Signature

February 2, 1998

Date

OMB No. 0651-0011

Do not detach this portion

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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State of California

SECRETARY OF STATE



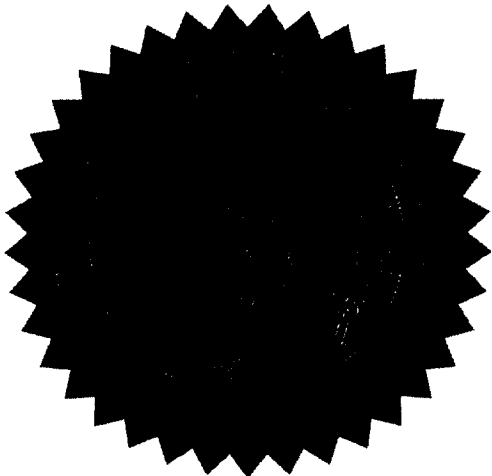
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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

 AUG 20 1997



Bill Jones

Secretary of State

NCTD

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FILED *ll*
In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
BOTBLOCKS INCORPORATED

DEC 23 1996

Bill Jones
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the assistant secretary, respectively, of BotBlocks Incorporated, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

I

The name of the Corporation is Rokenbok Toy Company.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The corporation has three classes of shares outstanding, each of which is entitled to vote with respect to the amendment. The number of outstanding shares of each class is 378,334 shares of Series A Preferred Stock, 1,837,908 shares of Series B Preferred Stock and 1,368,378 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The minimum percentage vote required was more than 50% of the outstanding shares of each class of Preferred Stock and the Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/18/96 1996

Paul Eichen
Paul Eichen, President

T. Knox Bell
T. Knox Bell, Assistant Secretary

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