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PLEASE RECORD



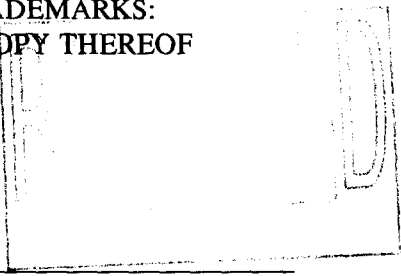
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NOTES AND TRADEMARKS:
MENTION OR COPY THEREOF

1. Name of Party(ies) conveying an interest: **Children on the Go, Inc.**

Entity:

- Individual(s)
- General Partnership
- Corporation - State: **Illinois**
- Association
- Limited Partnership
- Other _____



2. Name and Address of Party(ies) receiving an interest:

Name: **Graco Children's Products Inc.**

Internal Address: **51 South Pine St., P. O. Box 100** Street Address: **51 South Pine St., P. O. Box 100**

City: **Elverson** State: **Pennsylvania** Zip: **19520**

Entity:

- Individual(s)
- General Partnership
- Corporation - State: **Delaware**
- Association
- Limited Partnership
- Other _____

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

Yes No (The attached documents must not be an assignment.)

3. Interest Conveyed:

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

4. Application number(s) or patent number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s) B. Trademark Registration No.(s)
1,414,903; 1,424,948; 1,562,076

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

Name: **Richard B. O'Planick**

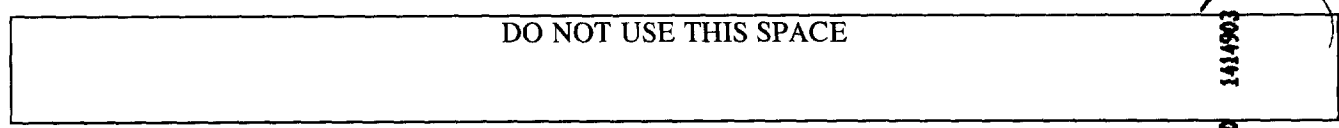
Internal Address: **1147 Akron Road** Street Address: **1147 Akron Road**

City: **Wooster** State: **Ohio** Zip: **44691-6000**

6. Number of applications and registrations involved: **Three (3).**

7. Amount of fee enclosed or **authorized to be charged** to our Deposit Account No. 18-2230: **\$90.00.**

8. Please change any additional fees or credit any overpayment to Deposit Account number: **18-2230.**
(Duplicate copy of this form enclosed.)



9. Effective date of attached document: **December 31, 1998.**

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on: January 14, 1999.

Richard B. O'Planick

Signature

Richard B. O'Planick
Name of Person Signing

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00000109 182230
01/28/1999 5808NS
40.00 CH
50.00 CH
01 FT:401
02 FT:402

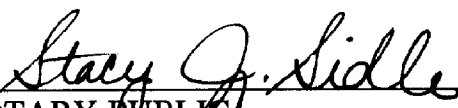
TRADEMARK
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UNITED STATES OF AMERICA)
)
STATE OF OHIO) SS:
)
COUNTY OF WAYNE)



I, the undersigned Notary Public in and for said county and state, do hereby certify and affirm that the attached Certificate of Merger of Children on the Go, Inc., an Illinois corporation, into Graco Children's Products Inc., a Delaware corporation, with Graco Children's Products Inc., a Delaware corporation being the surviving corporation, having its head office at 51 South Pine Street, P. O. Box 100, Elverson, Pennsylvania 19520, U.S.A., is a true and correct copy of the Certificate of Merger of Children on the Go, Inc., into Graco Children's Products Inc. The Certificate of Merger has been approved by the Secretary of State for the State of Delaware, U.S.A. I further certify that I have compared these copies with the original documents and have found them to be identical.

Signed at Wooster, Wayne County, Ohio, U.S.A., this 11th day of January, 1999.



NOTARY PUBLIC

STACY J. SIDLE
Notary Public, State of Ohio
My Commission Expires 8-24-2002

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 MERGER, WHICH MERGES:

"CHILDREN ON THE GO, INC.", A ILLINOIS CORPORATION,
WITH AND INTO "GRACO CHILDREN'S PRODUCTS INC." UNDER THE NAME OF "GRACO CHILDREN'S PRODUCTS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

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



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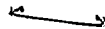
A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9497927

DATE: 12-31-98

TRADEMARK
REEL: 1845 FRAME: 0421



CERTIFICATE OF MERGER
OF
CHILDREN ON THE GO, INC.
INTO
GRACO CHILDREN'S PRODUCTS INC.

The undersigned corporation, Graco Children's Products Inc., does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Children On The Go, Inc.	Illinois
Graco Children's Products Inc.	Delaware

SECOND: That a 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 surviving corporation of the merger shall be Graco Children's Products Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Graco Children's Products Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is Main Street, Elverson, PA 19520.

SIXTH: That a copy of the Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Children On The Go, Inc.	common	149,501	no par value

EIGHTH: That this Certificate of Merger shall be effective on December 31, 1998.

GRACO CHILDREN'S PRODUCTS INC.

BY James A. Morgan
James A. Morgan, Vice President

Dated: December 11, 1998