



101100123

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

1. Name of conveying party(ies):

Little Professor Book Centers, Inc.

- Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State: Delaware
Other

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

Little Profession Acquisition LLC
by change of name to
Little Professor Book Centers LLC
405 Little Lake, Suite C
Ann Arbor, Michigan 48103

- Individual(s) citizenship:
Association:
General Partnership:
Limited Partnership: Michigan
[X] Other: Corporation: Michigan

3. Nature of conveyance:

4-12-99

- Assignment [X] Merger
Security Agreement [X] Change of Name

[X] Other:
Delete incorrect registration No. 890,517
Execution Date:
Merger and Change of Name - July 23, 1998

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 [X] No

As recorded in Frame/Reel 1830/0743
on December 14, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

890,519

Additional numbers attached?

Yes [X] No

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

Charles R. Rutherford
Dykema Gossett PLLC
1577 N. Woodward Avenue, Suite 300
Bloomfield Hills, Michigan 48304
(248) 203-0832

6. Total number of applications and registrations involved:

ONE

7. Total fee (37 CFR 3.41)..... 40.00

Enclosed

[X] Authorized to be charged to deposit account.

8. Deposit Account Number: 04-2223

(Attach duplicate copy of this page if using deposit account)

DO NOT USE THIS SPACE

40E

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.

Charles R. Rutherford
Name

Charles R. Rutherford
Signature

July 19, 1999
Date

Total number of pages comprising cover sheet 1

60380-008

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12-22-1998



MRD 12-14-98

100927211

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

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by change of name to
Little Professor Book Centers LLC
405 Little Lake, Suite C
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- Individual(s) Association
General Partnership Limited Partnership
Corporation-State: Delaware
Other

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Limited Partnership: Michigan
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Security Agreement Change of Name

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Assignment)
Additional name(s) & address(es) attached?
Yes No

Execution Date:
Merger and Change of Name - July 23, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- 890,517
890,520
1,109,639
1,121,753
1,769,791
1,808,897
1,804,186

890,519

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Charles R. Rutherford
Dykema Gossett PLLC
1577 N. Woodward Avenue, Suite 300
Bloomfield Hills, Michigan 48304
(248) 203-0832

Additional numbers attached?

- Yes No

6. Total number of applications and registrations involved:

seven (7)

7. Total fee (37 CFR 3.41)..... \$190.00

- Enclosed
Authorized to be charged to deposit account.

8. Deposit Account Number: 04-2223
(Attach duplicate copy of this page if using deposit account)

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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.

Charles R. Rutherford
Name

Charles R. Rutherford Dec 11, 1998
Signature Date

Total number of pages comprising cover sheet 1

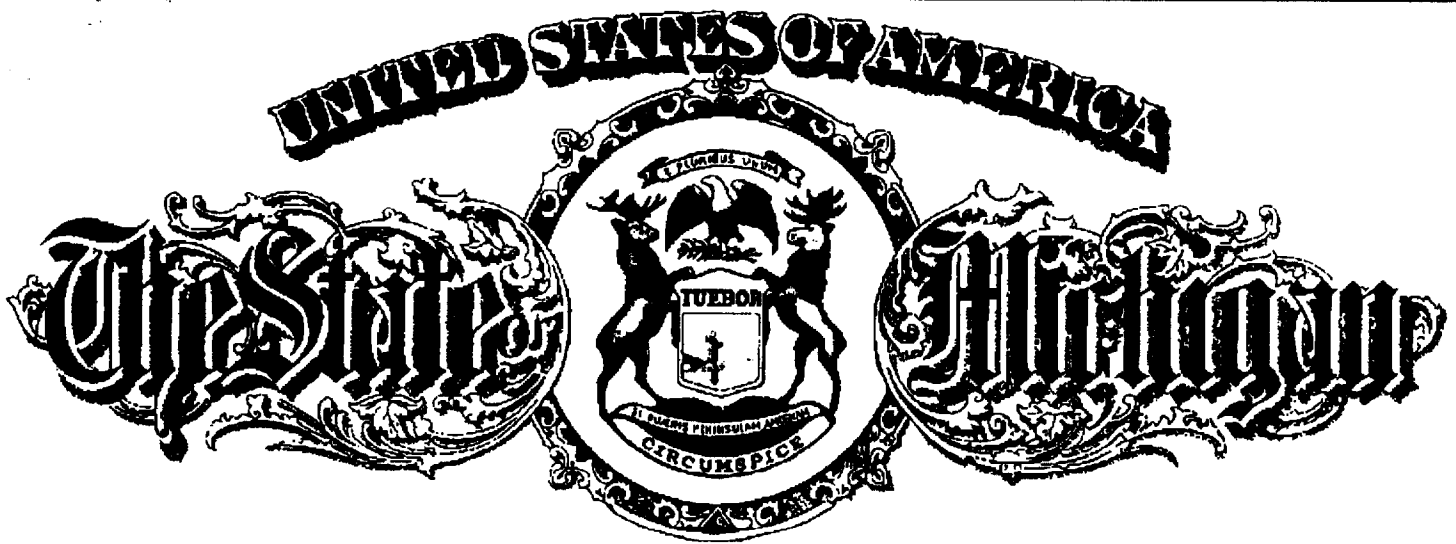
60380-001, 009, 010, 011, 012, 013, 014

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**Michigan Department of Consumer and Industry Services**

Lansing, Michigan

*This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 7th day of December, 1998.*

*Julie Croll*

, Director

Corporation, Securities and Land Development Bureau

# Michigan Department of Consumer and Industry Services

## Filing Endorsement

*This is to Certify that the ARTICLES OF ORGANIZATION (DOMESTIC L.L.C.)*

*for*

*LITTLE PROFESSOR ACQUISITION LLC*

*ID NUMBER: B23767*

*received by facsimile transmission on June 24, 1998 is hereby endorsed*

*Filed on June 24, 1998 by the Administrator.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 24th day of June, 1998.*

*Julie Croll*

*, Director*

*Corporation, Securities and Land Development Bureau*



GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK  
REEL: 001933 FRAME: 0371

C&S 700 (8/96)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES - CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU		
Date Received		(FOR BUREAU USE ONLY)
Name <b>William C. Brannan</b>		EFFECTIVE DATE:
Address <b>455 E. Eisenhower Parkway, Suite 220</b>		
City	State Zip <b>Ann Arbor, Michigan 48108</b>	

Document will be returned to the name and address you enter above.

**ARTICLES OF ORGANIZATION**

B \_\_\_\_\_

**For use by Domestic Limited Liability Companies**

(Please read information and instructions on last page)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Articles

**ARTICLE I**

The name of the limited liability company is: **LITTLE PROFESSOR ACQUISITION LLC**

**ARTICLE II**

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan

**ARTICLE III**

The duration of the limited liability company is: **perpetual.**

**ARTICLE IV**

1. The address of the registered office is:

2. **455 E. Eisenhower Parkway, Suite 220, Ann Arbor** Michigan **48108**  
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office if different than above: \_\_\_\_\_, Michigan \_\_\_\_\_  
(P.O. Box) (City) (ZIP Code)

The name of the resident agent at the registered office is: **WILLIAM C. BRANNAN**

**ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)**

Empty box for Article V provisions.

RETAIL ACQUISITION LLC, MEMBER  
BY: WOLVERINE INVESTMENTS LLC, MEMBER

Signed this 24th day of June, 1998

By: *Jerome M. Schwartz* By: \_\_\_\_\_ By: \_\_\_\_\_  
(Signature) (Signature) (Signature)

**Jerome M. Schwartz, Member of Wolverine Investments LLC** \_\_\_\_\_  
(Type or print name and title) (Type or print name and title) (Type or print name and title)

C&S 700

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received

JUL 22 1998

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

ADJUSTED PURSUANT TO  
TELEPHONE AUTHORIZATION

**FILED**

JUL 23 1998

Administrator  
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Name

Robert F. Boesiger, Esq.

Address

500 Woodward Avenue, Suite 4000

City

Detroit

State

Michigan

Zip Code

48226

EFFECTIVE DATE:

Expiration date for new assumed names: December 31,

Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above  
If left blank document will be mailed to the registered office.

**CERTIFICATE OF MERGER**

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies  
and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Little Professor Book Centers, Inc. (a Delaware corporation)

612-827

Little Professor Acquisition LLC

B23767

b. The name of the surviving (new) entity and its identification number is:

Little Professor Acquisition LLC

B23767

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

405 Little Lake Drive, Suite C, Ann Arbor, Michigan 48103

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

75 1250 JK680080hvt

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REEL: 001933 FRAME: 0373

**3. Complete for Profit Corporations only**

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Little Professor Book Centers, Inc.	125,000	Common Stock	N/A
_____	_____	_____	_____

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of \_\_\_\_\_, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

\_\_\_\_\_  
(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

\_\_\_\_\_  
(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of \_\_\_\_\_, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

By \_\_\_\_\_  
(Signature of Authorized Officer or Agent)

\_\_\_\_\_  
(Type or print name)

\_\_\_\_\_  
(Name of Corporation)

By \_\_\_\_\_  
(Signature of Authorized Officer or Agent)

\_\_\_\_\_  
(Type or print name)

\_\_\_\_\_  
(Name of Corporation)

4. Complete for any Limited Liability Companies only

Check one of the following:

There are no changes to be made to the Articles of Organization of the surviving limited liability company.

The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

Article I: The name of the limited liability company is:  
Little Professor Book Centers LLC ✓

The manner and basis of converting the membership interests are as follows:

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 10<sup>th</sup> day of July, 19 98  
Retail Techniques LLC, its Member  
By: Wolverine Investments LLC, its Member  
By: William C. Brannan, its Manager  
(Signature of Member or Manager)

WILLIAM C. BRANNAN  
(Type or Print Name)

Little Professor Acquisition LLC  
(Name of Limited Liability Company)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_

By \_\_\_\_\_  
(Signature of Member or Manager)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Name of Limited Liability Company)



## EXHIBIT A

	Reg. No.	Trademark/ Servicemark	Registration Date	Docket No.
1	890,519	Little Professor Book Center	5/5/1970	60,380-008
2	890,520	Design	5/5/1970	60,380-009
3	1,109,639	Little Professor	12/19/1978	60,380-010
4	1,121,753	Little Professor	7/10/1979	60,380-011
5	1,769,791	Little Professor	5/11/1993	60,380-012
6	1,808,897	Little Professor Book Company	12/7/1993	60,380-013
7	1,804,186	Little Professor Book Company & Design	11/16/1993	60,380-014