

10-21-1999

Form PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



101178659

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

1. Name of conveying party(ies): Imagine Acquisition Corp.

Individuals  
 General Partnership -  
 Corporation-State of Delaware  
 Other \_\_\_\_\_

Association  
 Limited Partnership

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

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

Name: Imaginarium Toy Centers, Inc.

Internal Address: \_\_\_\_\_

Street Address: 95 Mayhill Street

City: Saddle Brook State: NJ ZIP: 07663

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  
(Designations 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: January 30, 1997

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

A. Trademark Application No.(s) 75/205.118

Additional numbers attached?  Yes  No

Trademark Registration No.(s): 1,523,917; 1,160,352; and 1,999,925

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

Name: Victoria Branche

Internal Address: \_\_\_\_\_

Street Address: Toys "R" Us, Inc.  
461 From Road

City: Paramus State: NJ ZIP: 07652

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 160.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

10/20/1999 DMGUYEN 00000320 75205118

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 75.00 OP

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.

Victoria Branche *Victoria Branche* 10/12/97  
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 3

OMB No. 0651-0011 (exp. 4/94)

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Refund Amt: 0000085798  
 10/20/1999 DMGUYEN  
 CHECK Refund Total: \$45.00

TRADEMARK  
REEL: 001976 FRAME: 0837

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 "IMAGINE ACQUISITION CORP.", CHANGING ITS NAME FROM "IMAGINE ACQUISITION CORP." TO "IMAGINARIUM TOY CENTERS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.



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

---

Edward J. Freel, Secretary of State

2692561 8100

991242878

AUTHENTICATION:

9808938

DATE:

06-16-99

TRADEMARK  
REEL: 001976 FRAME: 0838

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
IMAGINE ACQUISITION CORP.

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Pursuant to Section 241 of the General Corporation Law

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The undersigned, Chairman and Secretary of IMAGINE ACQUISITION CORP., a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

1. The name of the Corporation is Imagine Acquisition Corp. (the "Corporation"). The Certificate of Incorporation of the Corporation was filed by the Secretary of State on December 9, 1996.

2. Article FIRST of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

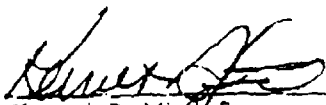
FIRST The name of the Corporation is  
Imaginarium Toy Centers, Inc.  
(the "Corporation")

3. The foregoing amendment has been fully adopted in accordance with the provisions of Section 241 of the General Corporation Law by the unanimous written consent of the Board of Directors of the Corporation entitled to vote. At the time of adoption of the foregoing amendment, the Corporation had no stockholders. The corporation has not received any payment for any of its stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its Chairman and attested by its Secretary thereunto duly authorized, who acknowledge and affirm under the penalties of perjury that this and Certificate is the act and deed of the Corporation and that the facts stated herein are true this 30th day of January, 1997.

IMAGINE ACQUISITION CORP.

ATTEST

  
Kenneth R. Mizel, Secretary

  
Ronald E. Tuchman, Chairman

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 "IMAGINE ACQUISITION CORP.", CHANGING ITS NAME FROM "IMAGINE ACQUISITION CORP." TO "IMAGINARIUM TOY CENTERS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.



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

---

Edward J. Freel, Secretary of State

2692561 8100

991242878

AUTHENTICATION: 9808938

DATE: 06-16-99

TRADEMARK  
REEL: 001976 FRAME: 0840

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
IMAGINE ACQUISITION CORP.

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Pursuant to Section 241 of the General Corporation Law

---

The undersigned, Chairman and Secretary of **IMAGINE ACQUISITION CORP.**, a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

1. The name of the Corporation is Imagine Acquisition Corp. (the "*Corporation*"). The Certificate of Incorporation of the Corporation was filed by the Secretary of State on December 9, 1996.

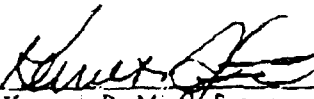
2. Article FIRST of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

"FIRST The name of the Corporation is  
Imaginarium Toy Centers, Inc.  
(the "*Corporation*")

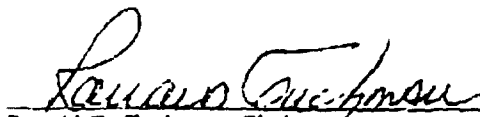
3. The foregoing amendment has been fully adopted in accordance with the provisions of Section 241 of the General Corporation Law by the unanimous written consent of the Board of Directors of the Corporation entitled to vote. At the time of adoption of the foregoing amendment, the Corporation had no stockholders. The corporation has not received any payment for any of its stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its Chairman and attested by its Secretary thereunto duly authorized, who acknowledge and affirm under the penalties of perjury that this and Certificate is the act and deed of the Corporation and that the facts stated herein are true this 30th day of January, 1997.

ATTEST

  
Kenneth R. Mize, Secretary

IMAGINE ACQUISITION CORP.

  
Ronald E. Tuchman, Chairman