

04-04-2000



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-159-1 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

MJD
2-28-00

101306428

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

1. Name of conveying party(ies):
CRAFTSHOP.COM LLC
CRAFTSHOP.COM, INC.

Individual(s) Association
 General Partnership Change of Name
 Corporation -
 Other - Merger

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 19, 1999

2. Name and address of receiving party(ies)
Name CRAFTSHOP.COM, INC.
Internal Address: 31 Pioneer Street
Cooperstown, NY 13326

Association
 General Partnership
 Limited Partnership
 Corporation -
 Other - LLC, State of New York

If assignee is not domiciled in the United States, a Domestic Designation is Yes No
(Designations must be a separate document form)

Additional name(s) & addresses(es) attached? Yes No

1999 FEB 23 10 43 AM
OPR/FINANCE

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)

75/681,736 (

Additional numbers attached? Yes No

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

Name: David B. Bernstein
Address: MINTZ, LEVIN, COHN, FERRIS
GLOVSKY and POPEO, P.C.
One Financial Center
Boston, MA 02111

6. Total number of applications and trademarks involved: [1]

7. Total fee (37 CFR 3.41).....\$40.00
 Enclosed
 Should the amount of the enclosed fee be insufficient, the Commissioner is hereby authorized to charge the balance due to the deposit account of the undersigned.

8. Deposit Account No: 50-0311


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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.

David B. Bernstein  February 23, 2000

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: [8]

Mail to: Box ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"CRAFTSHOP.COM LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "CRAFTSHOP.COM, INC." UNDER THE NAME OF "CRAFTSHOP.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF AUGUST, A.D. 1999, AT 3 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9932462

DATE: 08-20-99

TRADEMARK
REEL: 002042 FRAME: 0940

CERTIFICATE OF MERGER

MERGING

CRAFTSHOP.COM LLC
a Delaware Limited Liability Company

INTO

CRAFTSHOP.COM, INC.
a Delaware Corporation

CraftShop.com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company")

DOES HEREBY CERTIFY:

FIRST: That the name and state of formation/incorporation of each of the constituent business entities to the Merger is as follows:

<u>NAME</u>	<u>STATE OF FORMATION/INCORPORATION</u>
craftshop.com LLC	Delaware Limited Liability Company
CraftShop.com, Inc.	Delaware Corporation

SECOND: That the Agreement of Merger (the "Agreement of Merger") (attached hereto as Exhibit A), dated as of August 19, 1999 between the parties to the merger has been approved, adopted, certified, executed and acknowledged by the Company in accordance with Section 264 of the General Corporation Law of the State of Delaware. In the case of craftshop.com LLC (the "LLC"), the Agreement of Merger has been approved, adopted, certified, executed and acknowledged by its Board of Managers with consent of the members of the LLC in accordance with the Amended and Restated Operating Agreement dated August 6, 1999 by and among the LLC and its members (the "Operating Agreement") and in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving corporation of the merger is:

CraftShop.com, Inc.

FOURTH: That the Certificate of Incorporation (the "Certificate") of CraftShop.com, Inc. is on file with the office of the Delaware Secretary of State and is dated

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August 10, 1999. The Certificate is and will remain in full force and effect as of the date the Certificate of Merger is filed.

- FIFTH:** That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business is 31 Pioneer Street, Cooperstown, NY 13326.
- SIXTH:** That a copy of the Agreement of Merger (attached hereto as Exhibit A) will be furnished by the surviving corporation on request and without cost to any member of the LLC or any stockholder of the Corporation.
- SEVENTH:** That the Certificate of Merger shall become effective upon filing with the Secretary of State of Delaware (the "Effective Date").

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 19th day of August, 1999.

CRAFTSHOP.COM, INC.

By: 
Name: Mark Callaghan
Title: Vice President

EXHIBIT A**AGREEMENT OF MERGER**

This is an Agreement of Merger (the "Agreement"), dated August 19, 1999 by and between craftshop.com, LLC, a Delaware limited liability company ("LLC") and CraftShop.com, Inc., a Delaware corporation (the "Surviving Corporation").

The parties hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

1. **Capitalized Terms.** Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Amended and Restated Operating Agreement of craftshop.com LLC, dated as of August 6, 1999 (the "LLC Agreement").
2. **Merger of LLC into Surviving Corporation.** On the Effective Date, LLC will merge with and into the Surviving Corporation (the "Merger"), and the existence of LLC will cease. The Surviving Corporation to the Merger is and will continue its existence under Delaware law as a corporation. The name of the Surviving Corporation shall be unchanged.
3. **Certificate of Incorporation.** On the Effective Date, the Certificate of Incorporation of the Surviving Corporation (the "Certificate"), as filed with the Delaware Secretary of State on August 10, 1999, as amended on August 18, 1999, will thereafter continue to be its Certificate until changed as provided by law.
4. **Members.** On the Effective Date, the members of LLC shall become the stockholders of the Surviving Corporation in accordance with the terms of this Agreement.
5. **Interest in LLC.** The manner and basis of converting membership Units of the LLC ("LLC Units") shall be as follows: Each LLC Unit issued and outstanding immediately prior to the Effective Date, without any further act or deed on the part of the holder thereof shall be converted into and shall thereafter evidence Three Thousand (3,000) shares of Common Stock of the Surviving Corporation, par value \$.01 per share (the "Surviving Corporation Common Stock"). Each share of Common Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Date, without any further act or deed on the part of the holder thereof shall be canceled and shall thereafter not represent any right or interest in or against the Surviving Corporation.
6. **Asset and Liabilities.** As a result of the Merger, by operation of law and without further act or deed, on the Effective Date, all of the property, rights, interests and other assets of LLC will be transferred to and vested in the Surviving Corporation and the Surviving Corporation will assume all of the liabilities of LLC.
7. **Approval, Adoption and Filing.** If the Agreement has not been terminated pursuant to paragraph 8 hereof, an appropriate Certificate of Merger will be executed and shall become effective upon

filing by the Surviving Corporation with the Delaware Secretary of State (the "Effective Date").
This Agreement was adopted in the following manner:

As to craftshop.com LLC, by its Board of Managers and the required majority of the Members entitled to vote.

As to CraftShop.com, Inc., by unanimous written consent of its board of directors followed by unanimous written consent of the shareholders.

8. **Termination.** This Agreement may be terminated and the Merger abandoned by the Surviving Corporation or LLC at any time prior to the Effective Date.

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Agreement to be executed by their respective authorized representatives as of the day and year first above written.

CRAFTSHOP.COM LLC

By: Mark Callaghan
Name: Mark Callaghan
Title: Manager

By: _____
Name: Angus M. Mackle
Title: Manager

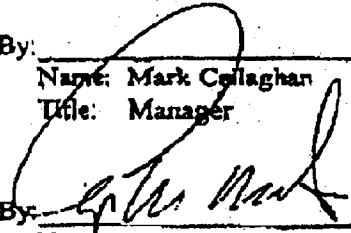
CRAFTSHOP.COM, INC.

By: Mark Callaghan
Name: Mark Callaghan
Title: Vice President

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Agreement to be executed by their respective authorized representatives as of the day and year first above written.

CRAFTSHOP.COM LLC

By: _____
Name: Mark Callaghan
Title: Manager

By: 
Name: Angus M. Mackie
Title: Manager

CRAFTSHOP.COM, INC.

By: _____
Name: Mark Callaghan
Title: Vice President