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04-14-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership
 - Corporation Association
 - Other
 - Citizenship/State of Incorporation/Organization
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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01 FC:481
02 FC:482
(40.00 DP)
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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

650 858-7628

Name

RJ Heher, Esq.

Address (line 1)

Fenwick & West LLP

Address (line 2)

Address (line 3)

Two Palo Alto Square

Address (line 4)

Palo Alto, California 94306

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

6

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trade Application Number(s)

Registration Number(s)

75/181,453	75/181,525	75/284,365

2,285,709		

Number of Properties Enter the total number of properties involved.

#

4

Fee Amount **Fee Amount for Properties Listed (37 CFR 3.41):**

\$

115.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

RJ Heher, Esq.

Signature

Date Signed

RJ Heher

3/2/2000

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Date of Deposit

MARCH 2, 2000

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Dr., Arlington, VA 22202-3513.

MAURICE E. EBERTOWSKI

(Typed or printed name of person mailing paper or fee)

Maurice E. Ebertowski

(Signature of person mailing paper or fee)

REEL: 002050 FRAME: 0192

**AGREEMENT AND PLAN OF MERGER AND REORGANIZATION
OF JP KIDS, L.L.C.,
a Delaware limited liability company,
and
JP KIDS, INC.,
a Delaware corporation**

THIS AGREEMENT AND PLAN OF MERGER AND REORGANIZATION, dated as of October 15, 1999 (the "Agreement"), is entered into by and between JP KIDS, L.L.C., a Delaware limited liability company ("JPK-LLC"), and JP KIDS, INC., a Delaware corporation ("JPK-Corp."). JPK-LLC and JPK-Corp. are sometimes referred to herein as the "Constituent Entities."

RECITALS

A. JPK-LLC is a limited liability company duly organized and existing under the laws of the State of Delaware. Pursuant to the Operating Agreement of JPK-LLC, dated as of March 29, 1996, as amended on May 1, 1996 and July 31, 1997 (the "Operating Agreement"), there are currently fifty-nine (59) Members holding Units in JPK-LLC (the "Membership Interests"). Capitalized terms used but not defined herein shall have the meaning given such terms in the Operating Agreement.

B. JPK-Corp. is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of Twenty Nine Million Shares (29,000,000), Nineteen Million Four Hundred Thousand (19,400,000) of which are shares of Common Stock ("Common Stock") and Nine Million Six Hundred Thousand (9,600,000) of which are shares of Preferred Stock ("Preferred Stock"). As of the date of this Agreement, there are one hundred (100) shares of Common Stock and no shares of Preferred Stock issued and outstanding.

C. The Managers and Members of JPK-LLC have determined that, for the purpose of effecting the reorganization of JPK-LLC as a corporation organized and existing under the laws of the State of Delaware, it is advisable and in the best interests of JPK-LLC and its Members that JPK-LLC merge with and into JPK-Corp. upon the terms and conditions herein provided.

D. The Board of Directors and sole stockholder of JPK-Corp. has approved this Agreement and the Merger (as defined in Section 1.1 hereof) by unanimous written consent and has directed that this Agreement be executed by the undersigned officer of JPK-Corp. The Managers and Members of JPK-LLC have approved this Agreement and the Merger by written consent and have directed that this Agreement be executed by the undersigned authorized representative of JPK-LLC.

E. The Merger is intended to constitute a tax-free transfer of the assets of JPK-LLC to JPK-Corp. in exchange for JPK-Corp. stock and the assumption of JPK-LLC's liabilities under Section 351 of the Internal Revenue Code of 1986, as amended (the "Code"), followed immediately by a tax-free distribution of such stock to the Members of JPK-LLC in liquidation of their Membership Interests under Section 731 of the Code.

1.

IN WITNESS WHEREOF, this Agreement and Plan of Reorganization, having first been approved by the unanimous written consent of the Managers of JP Kids, L.L.C., a Delaware limited liability company, by the written consent of the Members of JP Kids, L.L.C., by the unanimous written consent of the Board of Directors of JP Kids, Inc., a Delaware corporation, and by the written consent of the sole stockholder of JP Kids, Inc. is hereby executed on behalf of each of such Constituent Entities and attested to by their duly authorized representatives.

JP KIDS, L.L.C.
a Delaware limited liability company

By: James P. Steyer
Jim Steyer
President and Manager

ATTEST:

Susan Rothstein
Susan Rothstein
Secretary

JP KIDS, INC.
a Delaware corporation

By: James P. Steyer
Jim Steyer
President and Chief Executive Officer

ATTEST:

Susan Rothstein
Susan Rothstein
Secretary

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5.

IN WITNESS WHEREOF, JP Kids, Inc. has caused this Certificate of Incorporation to be signed by the President and the Secretary in Oakland, California this 18th day of December 1999.

JP KIDS, INC.

By: James P. Steyer
James P. Steyer
President and Chief Executive Officer

ATTEST:

By: Susan Rothstein
Susan Rothstein
Secretary

CERTIFICATE OF MERGER

of

JP Kids, L.L.C.,
a Delaware limited liability company

into

JP Kids, Inc.,
a Delaware corporation

The undersigned corporation **DOES HEREBY CERTIFY:**

FIRST: That the name and State of Incorporation of each of the constituent parties of the merger is as follows:

NAME	STATE OF INCORPORATION
JP Kids, L.L.C.	Delaware
JP Kids, Inc.	Delaware

SECOND: That an agreement of reorganization between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent parties in accordance with the requirements of subsection (c) of section 264 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is JP Kids, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of JP Kids, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving Corporation.

FIFTH: That the executed agreement of reorganization is on file at the principal place of business of JP Kids, Inc. The address of said principal place of business is 1222 Preservation Park Way, San Francisco, CA 94612.

SIXTH: That a copy of the agreement of reorganization will be furnished by JP Kids, Inc., on request and without cost, to any Stockholder of JP Kids, Inc. or any member of JP Kids, L.L.C.

(SIGNATURE PAGE FOLLOWS)

COOLEY G...
FENWICK & WEST
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Dec-09-99 10:33am From-COOLEY GODWARD LLP 23F
FROM CORPORATION TRUST-DOWEN, DE 302 317 0370

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IN WITNESS WHEREOF, JP Kids, Inc. has caused this Certificate of Merger to be executed as of the date set forth below by its duly authorized representatives.

Dated: October 15, 1999

JP Kids, Inc.
a Delaware corporation

By: James P. Scheyer
Jim Scheyer
President and Chief Executive Officer

ATTEST:

Susan Rochman
Susan Rochman
Secretary

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09/04/99

State of Delaware
Office of the Secretary of State

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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:

"JP KIDS, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "JP KIDS, INC." UNDER THE NAME OF "JP KIDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF OCTOBER, A.D. 1999, AT 2:01 O'CLOCK P.M.

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



Edward J. Freel, Secretary of State

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AUTHENTICATION:

0028790

DATE:

10-15-99