

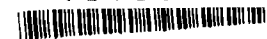
04-28-2000

FORM PTO 1595
11-23-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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04/05/00

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04-05-2000

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To the Honorable Commissioner of Patents at

Attached original documents or copy thereof.

1. Name of conveying party(ies):
Kid Galaxy, Inc.
One Sundial Avenue
Suite 310
Manchester, NH 03103

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

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

Name: iDolls Corp.

Internal Address: _____

Street Address: One Sundial Avenue
Suite 310
Manchester, NH 03103

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

3. Nature of Conveyance:

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

Execution Date: September 15, 1999

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)

75 635,756

B. Trademark No.(s)

Additional numbers attached?

Yes No

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

Bourque & Associates, P.A.
835 Hanover Street, Suite 303
Manchester, NH 03104

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

02-3285

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

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Daniel J. Bourque, Esquire
Name of Attorney of Record
Attorney Registration No. 35,457

Signature

A-3-00
Date

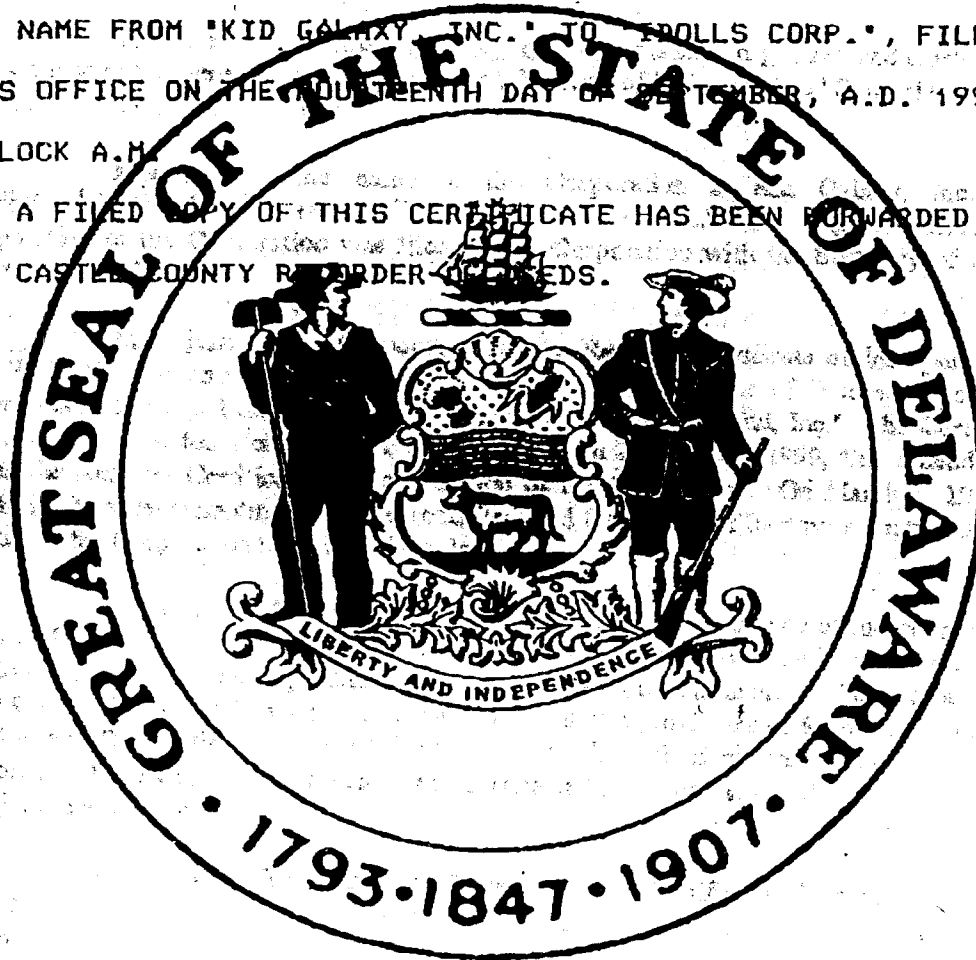
Total number of pages including cover sheet, attachments and document: 3

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

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 RESTATED CERTIFICATE OF "KID GALAXY, INC.", CHANGING ITS NAME FROM "KID GALAXY, INC." TO "DOLLS CORP.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2482036 8100

991385889

AUTHENTICATION: 9972317

DATE: 09-15-99

**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
KID GALAXY, INC.**

Kid Galaxy, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

FIRST: The name of the Corporation is Kid Galaxy, Inc. The Corporation's original name was "Childhood Companions, Inc." The original Certificate of Incorporation of the Corporation was filed by the Corporation with the Secretary of State of Delaware on April 7, 1995.

SECOND: The Corporation filed a Restated Certificate of Incorporation on April 7, 1997, that amended and restated the original Certificate of Incorporation of the Corporation and changed the name of the Corporation to "Just Pretend, Inc." The Corporation filed a Second Restated Certificate of Incorporation on January 29, 1999, that amended and restated the Restated Certificate of Incorporation of the Corporation. On March 1, 1999, the Corporation filed an amendment to its Second Restated Certificate of Incorporation that changed the name of the Corporation to "Kid Galaxy, Inc."

THIRD: This Third Amended and Restated Certificate of Incorporation: (i) restates and integrates and further amends the Certificate of Incorporation of the Corporation, as heretofore amended, by, among other things, further changing the name of the Corporation to "iDolls Corp."; (ii) was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law; and (iii) was approved by written consent of a majority of the stockholders of the Corporation given in accordance with the provisions of Section 228 of the General Corporation Law.

FOURTH: The text of the Second Restated Certificate of Incorporation of the Corporation, as heretofore amended, is hereby further restated and amended to read in its entirety as follows:

ARTICLE I
Name

The name of the Corporation is iDolls Corp.

108 DOCS:71169.7