

04/07/00

05-01-2000

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



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

App - 7

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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 #
- Corrective Document
Reel # Frame #

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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

FOR OFFICE USE ONLY

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01 FC:461 (40.00 DP)

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

**Mall documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231**

**TRADEMARK
REEL: 002068 FRAME: 0589**

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

312-861-2000

Name

Kirkland & Ellis, c/o Tim J. Schmuckal, Esq.

Address (line 1)

200 E. Randolph Dr., Suite 5300

Address (line 2)

Chicago, IL 60601

Address (line 3)

Address (line 4)

Pages

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

#

12

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).

Trademark Application Number(s)

Registration Number(s)

75777777		

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

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:

#

22-0440

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.

Tim J. Schmuckal

Name of Person Signing

Tim J. Schmuckal
Signature

April 7, 2000

Date Signed

F 971291000783

CT-07

CERTIFICATE OF AMENDMENT

**OF THE CERTIFICATE OF INCORPORATION
OF
HAPPY KIDS, LTD.**


UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

**WE, THE UNDERSIGNED, Jack M. Benun and Mark J. Benun, being respectively the
President and Secretary of Happy Kids, Ltd., a New York corporation, hereby certify:**

1. The name of the corporation is Happy Kids, Ltd.
2. The certificate of incorporation of said corporation was filed by the Department of State on May 14, 1979.
3. (a) The certificate of incorporation is amended to change the name of said corporation to "Happy Kids Children's Apparel, Ltd."
(b) To effect the foregoing, Article First relating to the name of the corporation is amended to read as follows:

FIRST: The name of the corporation is Happy Kids Children's Apparel, Ltd.
4. This amendment was authorized by the Written Consent of the Board of Directors of said corporation followed by the Written Consent of the Shareholders of said corporation, in lieu of a special meeting.

IN WITNESS WHEREOF, we have signed this certificate on this 31st day of December, 1997 and we affirm the statements contained therein as true under the penalties of perjury.



Jack M. Benun, President



Mark J. Benun, Secretary

2

CT-07 **977231000783**

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION

OF

HAPPY KIDS, LTD.

UNDER SECTION 805 THE BUSINESS CORPORATION LAW

FILED

JUL 2 3 22 1988

Filer: Andrew Hamilton
Buchanan Ingersoll
500 College Road
Princeton, NJ 08540

JAC

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED *DEC 31* 1987

TAX \$

BY: *JAC*

New York

REGISTERED

JUL 2 3 22 1988

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BILLED

977231000823

F 971292000783

CT-07

CERTIFICATE OF AMENDMENT

**OF THE CERTIFICATE OF INCORPORATION
OF
HAPPY KIDS, LTD.**

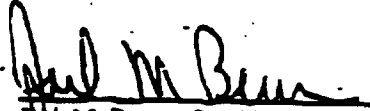
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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED *DEC 8* 1987
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BY: *JAC*

New York

RECEIVED

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3 **BILLED**

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