

09-13-2000



MARKS ONLY 8.14.00

To the Honorable (thereof)

101455598

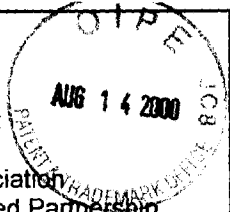
ks: Please record the attached original documents or copy

1. Name of conveying party(ies):

ADOPT-A-BEAR WORKSHOP, L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Louisiana
 Limited Liability Company-Louisiana
 Other _____

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



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

Name: ADOPT-A-BEAR FACTORY, L.L.C.

Internal Address:

Street Address: 628 Gaynell Street

City: Houma State: LA Zip: 70364

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Corporation-State _____
 Limited Liability Company-Louisiana
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement x Change of Name
 Other _____

Execution Date: 20 July 2000

4. Application number(s)

A. Trademark Application No.(s)

76/083,873

Additional numbers attached? Yes x No

B. Trademark registration No.(s)

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

Name: Seth M. Nehr bass

Internal Address:
Garvey, Smith, Nehr bass
& Doody, L.L.C.

Street Address:
3838 N. Causeway Blvd. Suite 3290

City: Metairie State: LA Zip: 70002

09/12/2000 INGIUYEN 00000207 76083873
 01 FC:481 40.00 DP

6. Total number of applications and registrations involved: 1

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0694
 (Attach duplicate copy of this page if paying by deposit account)

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.

Seth M. Nehr bass 10 August 2000
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 2

UNITED STATES OF AMERICA
State of Louisiana



Fox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the Articles of Organization of

ADOPT-A-BEAR WORKSHOP, L.L.C.

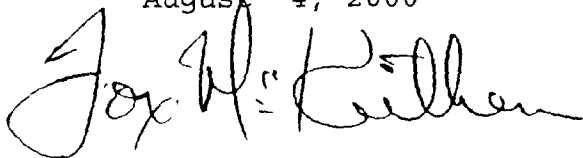
Domiciled at HOUMA, LOUISIANA,

Were filed in this Office and a Certificate of Organization
was issued on May 26, 2000,

I further certify the records of this Office indicate the
name was changed to ADOPT-A-BEAR FACTORY, L.L.C. on July 20,
2000.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on.*

August 4, 2000



CLO

Secretary of State