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U.S. DEPARTMENT OF COMMERCE
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Our Ref: 39990-0000

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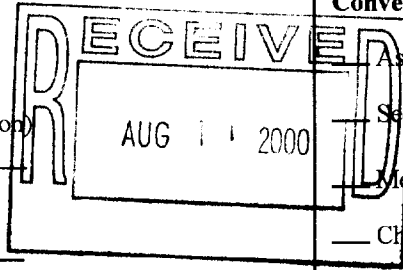
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New
 Resubmission (Non-Recordation)
Document ID # _____
 Correction of PTO Error
Reel # _____ Frame # _____
 Corrective Document
Reel # 1460 Frame # 0001

Conveyance Type

Assignment License
 Security Agreement Nunc Pro Tunc Assignment
 Merger
 Change of Name
Effective Date
Month Day Year
January 24, 1996
 Other Corrective Assignment to correct erroneous filing against Reg. No. 1,989,336; Assignment document should be recorded against Reg. No. 1,898,336.



Conveying Party

____ Mark if additional names of conveying parties attached

Name Noodle Kidoodle, Inc.

Execution Date
Month Day Year

January 24, 1996

Formerly _____

Individual General Partnership Limited Partnership Corporation Association
 Other

Citizenship/State of Incorporation/Organization New York

1898336

Receiving Party

____ Mark if additional names of receiving parties attached

Name Noodle Kidoodle, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 105 Price Parkway

Address (line 2) Farmingdale, New York 11735

Address (line 3) _____

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 Delaware

09/15/2000 MTHA11 00000101 1898336

FOR OFFICE USE ONLY

1 FC:481

40.00

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

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 202/467-7762

Name Jason I. Hewitt, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

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

1

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

Mark if additional numbers are 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)

1,898,336

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 X Deposit Account _____

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

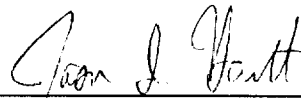
Authorization to charge additional fees: Yes X No _____

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.

Jason I. Hewitt

Name of Person Signing



Signature

8/11/00

Date Signed

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NOODLE KIDOODLE, INC.", A NEW YORK CORPORATION, WITH AND INTO "NOODLE KIDOODLE, INC." UNDER THE NAME OF "NOODLE KIDOODLE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JANUARY, A.D. 1996, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel
Edward J. Freel, Secretary of State

ATTEST: TRAVELER

DATE: 7855074

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