

04-26-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Documents and Trademarks. Please record the attached original documents or copy

1. Name of conveying party(ies):
Knowledge Kids Enterprises, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 1, 2001

MZI
4.11.01

2. Name and address of receiving party(ies):
Name: LeapFrog Enterprises, Inc.

Street Address: 6401 Hollis Street, Suite 150

City: Emeryville State: California ZIP: 94608

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 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 No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

26 applications – please see attached

B. Trademark Registration No.(s)

14 registrations – please see attached

Additional numbers attached? Yes

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kathryn M. Wheble, Esq.

Internal Address: Cooley Godward LLP

Street Address: One Maritime Plaza, 20th Floor

City: San Francisco State: California ZIP 94111-3580

40E

6. Total number of applications and registrations involved: 40

7. Total fee (37 CFR 3.41): \$1,015.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
please charge discrepancy or credit overpayment to 03-3118
(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.

Kathryn M. Wheble 4-9-01
Kathryn M. Wheble Date

Total number of pages including cover letter, cover sheet, attachments, and document: Eight (includes check)

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

LEAPFROG ENTERPRISES, INC.

PENDING APPLICATIONS

MARK	APPLICATION NO.
ALPHABET PAL	75/693,801
LEAPFROG	75/239,375
LEAPFROG	75/239,399
LEAPFROG	75/239,425
LEAPFROG	75/239,516
LEAPFROG	75/239,538
LEAPFROG	75/240,078
LEAPFROG	75/238,938
LEAPFROG	75/410,344
LEAPFROG	75/239,546
LEAPFROG LEAPPAD	75/645,900
LEAPFROG LEARNING POND	76/197,255
LEAPFROG LEARNING POND	76/197,256
LEAPFROG SCHOOLHOUSE	76/175,391
LEAPFROG SCHOOLHOUSE	76/175,320
LEAPFROG SCHOOLHOUSE	75/764,192
LEAPLINK	76/129,744
LEAPPAD	75/645,939
LEAP'S PHONICS POND	76/177,320
LEAPZONE	75/916,117
LEAPZONE	75/916,589
MINDLINK	75/938,867
THINK & GO	75/445,409
TURBO TWIST	75/916,584
TWIST & SHOUT	75/437,996
WEBFROG	76/083,941

LEAPFROG ENTERPRISES, INC.

REGISTERED MARKS

MARK	REGISTRATION No
FLASH MAGIC	2,406,699
HUG & LEARN	2,300,772
LEAPFROG	2,211,682
LEAPFROG	2,120,195
LEAPFROG	2,264,123
LEAP FROG and Design	2,284,485
LEAP FROG and Design	2,169,827
LEAP FROG and Design	1,294,594
LEAPFROG SERIES LIMITED VOCABULARY and Design	1,306,993
LITTLE COMPOSER	2,388,261
LITTLE LEAP	2,294,754
PHONICS BUS	2,206,377
PHONICS DESK	2,206,378
PHONICS TRAVELER	2,119,426

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KNOWLEDGE KIDS ENTERPRISES, INC.", CHANGING ITS NAME FROM "KNOWLEDGE KIDS ENTERPRISES, INC." TO "LEAPFROG ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2001, AT 11 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0949871

DATE: 02-01-01

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**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF**

KNOWLEDGE KIDS ENTERPRISES, INC.

Knowledge Kids Enterprises, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of said corporation:

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Certificate of Incorporation be amended by changing Article I thereof so that, as amended, said Article I shall read in its entirety as follows:

"The name of the corporation (the "Corporation") is:

LEAPFROG ENTERPRISES, INC. "

SECOND: That in lieu of a meeting and vote of stockholders entitled to vote, the holder of a majority of the shares entitled to vote has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:50 AM 02/01/2002
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THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Knowledge Kids Enterprises, Inc. has caused this certificate to be signed by Stanley E. Maron, its Secretary, this 1st day of February, 2001.

KNOWLEDGE KIDS ENTERPRISES, INC.

By:


STANLEY E. MARON, Secretary

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