

06-25-2001

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

REC



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101758581

To the Honorable Commission of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Toy Manufacturers of America, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Toy Industry Association, Inc.
Internal Address: _____
Street Address: 1115 Broadway, Suite 400
City: New York State: NY ZIP: 10010

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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

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

Execution Date: February 27, 2001

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

A. Trademark Application No.(s) See Schedule A	B. Trademark Registration No.(s) See Schedule B
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Additional numbers attached? Yes No

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

Name: Keith D. Agisim
Internal Address: Fish & Neave
Street Address: 1251 Avenue of the Americas
City: New York State: NY ZIP: 10020

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$ 290.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-1075
(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.

Keith D. Agisim June 8, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

SCHEDULE A

MARK	APPLICATION NO.
TOY FAIR TIMES	75/352,366
TOY FAIR	75/352,748
AMERICAN INTERNATIONAL TOY FAIR	75/352,749
EZCREDIT (stylized)	75/823,214
TOY FAIR	75/979,537
AMERICAN INTERNATIONAL TOY FAIR	75/979,591

SCHEDULE B

MARK	REGISTRATION NO.
TOYNET	S 1,906,878
TMA	1,909,019
AMERICAN INTERNATIONAL TOY FAIR & Design	2,013,008
THE CHILDREN'S ENTERTAINMENT MARKETPLACE	2,187,731
NEW YORK TOY PREVIEW	S 2,363,372

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CT-07

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
TOY MANUFACTURERS OF AMERICA, INC.
(A Not-for-Profit Corporation)**

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, being the President and Secretary of Toy Manufacturers of America, Inc., do hereby certify and set forth:

1. The name of the corporation is Toy Manufacturers of America, Inc.
2. The Certificate of Incorporation of Toy Manufacturers of America, Inc. was filed in the office of the Secretary of State in the State of New York on the 21st day of December, 1917, pursuant to the Membership Corporations Law of the State of New York under the name Toy Manufacturers of the U.S.A., Inc.
3. Toy Manufacturers of America, Inc. is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a TYPE B corporation under Section 201 of said law.
4. (a) The Certificate of Incorporation is amended to change the name of the Corporation to Toy Industry Association, Inc.
- (b) To effect the foregoing, Article 1 of the Certificate of Incorporation of Toy Manufacturers of America Inc., which sets forth the name of the corporation, is hereby amended to read:
"The name of the corporation is Toy Industry Association, Inc."
- (c) Article 6 is added to designate the Secretary of State as its agent for service of process.

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6. The Secretary of State of the State of New York is hereby designated the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him as agent of the corporation is: c/o Locker, Greenberg & Brainin, P. C., 420 Fifth Avenue, New York, New York 10018.

5. This Amendment to the Certificate of Incorporation of Toy Manufacturers of America, Inc. was authorized by vote of a majority of the members entitled to vote thereon at a meeting of the members of said corporation duly called and held on the 10th day of February, 2001, a quorum being present.

IN WITNESS WHEREOF, the undersigned have subscribed this certificate and affirm the statements herein as true under the penalties of perjury 27th day of February, 2001.

David A. Miller, President

Daniel Grossman, Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 27th day of February, 2001, before me personally came David A. Miller, and Daniel Grossman, to me known and known to me to be the persons described in and who executed the foregoing, Certificate of Amendment of Incorporation of Toy Manufacturers of America, Inc., and they duly acknowledged to me that they executed same.

~~Notary Public~~
Notary Public, State of New York
No. 02LO5023360
Qualified in Nassau County
Commission Expires February 7, 2002

FP:\APPS\WPFILES\VCORPREC\Cert. of Amend. TMA to TIA 2.26.2001.wpd

AARON LOCKER
Notary Public, State of New York
No. 02LO5023360
Qualified in Nassau County
Commission Expires February 7, 2002

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STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ELIOT SPITZER
Attorney General

DIVISION OF PUBLIC ADVOCACY
ANTITRUST BUREAU

Pursuant to Section 804(a)(i) of the Not-for-Profit Corporation Law consent is hereby given to the filing of this Certificate of Amendment to the Certificate of Incorporation. This consent however, shall not be construed as approval by the Attorney General of the purposes or objects of such corporation.

John A. Leaman
Assistant Attorney General

4/6/01
Date

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1-15-01 12:04:42C

CT-07

CERTIFICATE OF AMENDMENT

OF

TOY MANUFACTURERS OF AMERICA, INC.

UNDER SECTION 803 OF THE
NOT-FOR-PROFIT CORPORATION LAW

Handwritten initials: H de 3/13

1-C
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 02 2001
NEW YORK
NY

Locker, Greenberg & Brainin
420 FIFTH AVENUE
NEW YORK, NY 10018-0000

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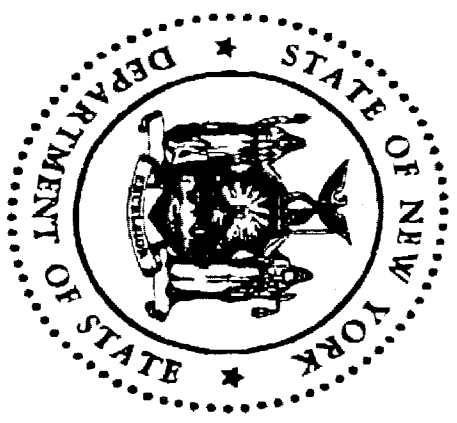
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State of New York)
Department of State) SS.

I hereby certify that the unexecuted copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

MAY 04 2001



A handwritten signature in cursive script, appearing to read "J. P. ...", is written over the seal area.

Special Deputy Secretary of State

DKS-1266 (7/00)