

07-16-2001



101776805

TO: The Commissioner of Patents and Trademarks

Please record the attached original document(s) or copy(ies).

Submission Type

New 7-9-01

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
02/07/01

JUL - 9 2001

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

07/13/2001 BY: 0000193 78179663

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
150.00 OP

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.

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

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)		
<input type="text" value="76/179,663"/>	<input type="text" value="76/087,321"/>	<input type="text" value="75/934,956"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76/179,662"/>	<input type="text" value="76/033,086"/>	<input type="text" value="75/926,114"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76/087,323"/>	<input type="text" value="76/033,080"/>	<input type="text" value="75/916,014"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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: Yes No

Authorization to charge additional fees:

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.

Steven D. Thomas
Name of Person Signing

Steven D. Thomas
Signature

July 3, 2001
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of
Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

75/916,008 75/915,972

75/916,006 75/915,966

75/916,005 75/915,965

75/916,004 75/914,870

75/916,003

75/916,002

SCHEDULE A

**General Creation, Inc.
(Tennessee Corporation)**

U.S. Trademarks

Pending Applications

Registration	Mark	App. No.	Filing Date
US	TEACHER'S PUP	76-179,663	12/12/00
	SPELLING DOGHOUSE	76-179,662	12/12/00
	TEACHERTOYSTORE.COM	76-087,323	7/12/00
	TEACHERS' TOY STORE	76-087,321	7/12/00
	BABY BEAR'S READ-ALONG	76-033,086	4/25/00
	PIGGY SAYS	76-033,080	4/25/00
	ALPHY BEAR	75-934,956	3/3/00
	LET'S GO POTTY BEAR	75-926,114	2/24/00
	POTTY BEAR	75-916,014	2/10/00
	CELL PHONE SALLY	75-916,008	2/10/00
	LEARN TO WRITE ALPHY BEAR	75-916,006	2/10/00
	SNEEZY BEAR	75-916,005	2/10/00
	BOBBY BANKER BEAR	75-916,004	2/10/00
	ALPHY MATH PAD	75-916,003	2/10/00
	BABY BEAR'S STORY TELLING PILLOW	75-916,002	2/10/00
	BINGO PUP	75-915,972	2/10/00
	"30-SECOND" COTTON CANDY MAKER	75-915,966	2/10/00
	SNOOZY BEAR BLANKET	75-915,965	2/10/00
	SNOOZY BEAR	75-914,870	2/10/00

Secretary of State
Division of Business Services

312 Eighth Avenue North
5th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 06/20/2001
REQUEST NUMBER: 01171104

CHARTER/QUALIFICATION DATE: 02/04/2000
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0384126
JURISDICTION: TENNESSEE

MOORE & VAN ALLEN PLLC
VALERIE WILLIAMS
PO BOX 3843
DURHAM, NC 27702-3843

REQUESTED BY:
MOORE & VAN ALLEN PLLC
AT: VALERIE WILLIAMS
PO BOX 3843
DURHAM, NC 27702-3843

RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"GENERAL CREATION, INC."

AS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
4120-0381	02/12/2001	AMEND-CHARTER	NAM DUR STK PRN OFC AGT INC MAL FYC X

R: REQUEST FOR COPIES

ON DATE: 06/20/01

FEEs

RECEIVED: \$20.00 \$0.00

TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002897088
ACCOUNT NUMBER: 00211472

MOORE & VAN ALLEN/2200 W MAIN/POB 3843
200 WEST MAIN ST.
PO BOX 3843
DURHAM, NC 27702-3843



RILEY C. DARNELL
SECRETARY OF STATE



ARTICLES OF AMENDMENT
TO THE CHARTER
(For-Profit)

FILED
STATE
2 AM 9-21
RILEY
SECRETARY
SNELL
OF STATE

CORPORATE CONTROL NUMBER (IF KNOWN) 0384126

PURSUANT TO THE PROVISIONS OF SECTION 48-20-106 OF THE TENNESSEE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS CHARTER:

1. PLEASE INSERT THE NAME OF THE CORPORATION AS IT APPEARS OF RECORD:

Rick Goodwin Enterprises, INC.

IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:

General Creation, INC

2. PLEASE MARK THE BLOCK THAT APPLIES:

- AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.
- AMENDMENT IS TO BE EFFECTIVE, _____ (MONTH, DAY, YEAR)

(NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING.

3. PLEASE INSERT ANY CHANGES THAT APPLY:

None

[NOTE: IF CHANGING THE PRINCIPAL OR REGISTERED AGENT ADDRESS, A COMPLETE STREET ADDRESS, INCLUDING CITY, STATE, ZIP CODE, AND COUNTY MUST BE PROVIDED.]

4. THE CORPORATION IS FOR PROFIT. Yes

5. THE MANNER (IF NOT SET FORTH IN THE AMENDMENT) FOR IMPLEMENTATION OF ANY EXCHANGE, RECLASSIFICATION, OR CANCELLATION OF ISSUED SHARES IS AS FOLLOWS:

N/A

6. THE AMENDMENT WAS DULY ADOPTED ON 11/10/01 (MONTH, DAY, YEAR)
BY (Please mark the block that applies):

- THE INCORPORATORS WITHOUT SHAREHOLDER ACTION, AS SUCH WAS NOT REQUIRED.
- THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER APPROVAL, AS SUCH WAS NOT REQUIRED.
- THE SHAREHOLDERS.

President
SIGNER'S CAPACITY

[Signature]
SIGNATURE

2/7/01
DATE

Richard P. Goodwin
NAME OF SIGNER (TYPED OR PRINTED)

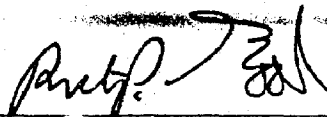
**UNANIMOUS CONSENT TO ACTION
OF THE BOARD OF DIRECTORS OF
RICK GOODWIN ENTERPRISES, INC**

The undersigned, consisting of all members of the Board of Directors of Rick Goodwin Enterprises, Inc., a Tennessee corporation (the "Company"), hereby take the following action by their unanimous written consent.

RESOLVED, that the name of the Company shall be changed to General Creation, Inc.

President
IT IS FURTHER RESOLVED, that the Manager of the Company is authorized to take any and all action necessary or appropriate to effectuate the purpose of the above resolution.

Executed and effective as of the 1st day of January, 2001.


Richard P. Goodwin, Director