

08-29-2001

Form PTO-1594

RE



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

101826955

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies): 8.23.01

MOTHERHOOD MATERNITY SHOPS, INC.

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Effective Date: September 30, 1996

2. Name and address of receiving party(ies)

Name: MOTHERS WORK, INC.

Internal

Address: _____

Street Address: 456 North 5th Street

City: Philadelphia State: PA Zip: 19123

- 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
(Designations 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)

B. Trademark Registration No.(s)

1,898,334

1,900,180

Additional number(s) attached Yes No

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

Name: Paul J. Kennedy, Esquire

Internal Address: Pepper Hamilton LLP

Street Address: 3000 Two Logan Square

18th and Arch Streets

City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Paul J. Kennedy

Name

Paul J. Kennedy
Signature

8/21/01
Date

08/28/2001 09:00:00 AM

01 FC:481
02 FC:482

40.00 DP
25.00 MP

Total number of pages including cover sheet, attachments, and document: 1

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

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MOTHERHOOD MATERNITY SHOPS, INC.", A DELAWARE CORPORATION, WITH AND INTO "MOTHERS WORK, INC." UNDER THE NAME OF "MOTHERS WORK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8129940

10-02-96

0901481 8100M

960282192

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MOTHERHOOD MATERNITY SHOPS, INC.

INTO

MOTHERS WORK, INC.

Mothers Work, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 23rd day of October, 1980, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Motherhood Maternity Shops, Inc., a corporation incorporated on the 3rd day of May, 1977 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 17th day of July, 1996, determined to and did merge into itself said Motherhood Maternity Shops, Inc.:

RESOLVED, that Mothers Work, Inc. merge, and it hereby does merge, into itself said Motherhood Maternity Shops, Inc. and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective on September 30, 1996; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth

a copy of the resolutions to merge said Motherhood Maternity Shops, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Mothers Work, Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Mothers Work, Inc. has caused this Certificate to be signed by Rebecca C. Matthias, its President and attested by Dan W. Matthias, its Secretary, this 24th day of September, 1996.

MOTHERS WORK, INC.

By: 

Rebecca C. Matthias
President

Attest: 

Dan W. Matthias
Secretary