

10-25-2001



101885568

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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

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):

SEE ATTACHED EXHIBIT 1

10/02/01

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

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

3. Nature of conveyance:

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

Execution Date: September 5, 2001

2. Name and address of receiving party(ies)

Name: ZB COMPANY, INC.

Internal Address:

Street Address: 26610 Agoura Road, Suite 250

City: Calabasas State: CA Zip: 91302

- 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)

See attached EXHIBIT 2

B. Trademark Registration No.(s)

See attached EXHIBIT 2

Additional number(s) attached Yes No

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

Name: Terri L. Sale, Esq.

Internal Address: FULBRIGHT & JAWORSKI L.L.P.

Street Address: 865 South Figueroa Street, 29th Floor

City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved:

26

7. Total fee (37 CFR 3.41) \$ 565.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

50-0337

(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.

Terri L. Sale, Esq., Reg. No. 45,066

Signature Terri L. Sale

October 2, 2001 Date

Name of Person Signing

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

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

TRADEMARK REEL: 002388 FRAME: 0771

Handwritten mark

1. ZANY BRAINY, INC., a Pennsylvania corporation
2. CHILDREN'S DEVELOPMENT INC., a Delaware corporation
3. CHILDREN'S DISTRIBUTION, LLC, a New Jersey limited liability company
4. CHILDREN'S PRODUCTS, INC., a Delaware corporation
5. ZANY BRAINY DIRECT LLC, a Delaware limited liability company
6. NOODLE KIDOODLE, INC., a Delaware corporation

Trademark Application No.(s)

75-824712	75-611593
76-032176	75-663413

Trademark Registration No.(s)

1,730,089	2,426,455
2,322,480	1,898,336
2,439,498	2,184,879
2,346,949	2,338,200
2,449,637	1,735,825
2,010,223	2,394,856
2,324,283	1,781,919
2,223,839	2,439,127
2,322,479	2,412,354
1,872,949	2,429,187
1,971,605	2,185,796

**TRADEMARK**  
**A S S I G N M E N T**

Assignors: ZANY BRAINY, INC., formerly known as Children's Concept, Inc., a Pennsylvania corporation, having its principal place of business at 2520 Renaissance Boulevard, King of Prussia, Pennsylvania 19406;

CHILDREN'S DEVELOPMENT INC., a Delaware corporation, having its chief executive office at 103 Foulk Road, Suite 202, Wilmington, Delaware 19083;

CHILDREN'S DISTRIBUTION, LLC, a New Jersey limited liability company, having its principal place of business at 2520 Renaissance Boulevard, King of Prussia, Pennsylvania 19406;

CHILDREN'S PRODUCTS, INC., a Delaware corporation, having its principal place of business at 2520 Renaissance Boulevard, King of Prussia, Pennsylvania 19406;

ZANY BRAINY DIRECT LLC, a Delaware limited liability company, with its principal place of business at 2520 Renaissance Boulevard, King of Prussia, Pennsylvania 19406; and

NOODLE KIDOODLE, INC., a Delaware corporation with its principal place of business at 2520 Renaissance Boulevard, King of Prussia, Pennsylvania 19406.

(individually and collectively, the Assignor)

Assignee: ZB COMPANY, INC., a Delaware corporation, with its principal place of business at 26610 Agoura Road, Suite 250, Calabasas, California 91302.

WHEREAS, Assignor is the owner of the trademarks, trademark registrations, trademark applications, and the goodwill connected therewith, listed in Exhibit A attached hereto (hereinafter referred to as I.P.);

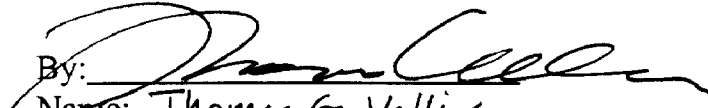
WHEREAS, Assignee is desirous of acquiring Assignor's entire right, title and interest in and to the said I.P. in the United States and throughout the world;

NOW, THEREFORE, for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, by these presents does hereby sell, assign, transfer and set over unto the said Assignee, its successors and assigns, its entire right, title and interest in and to said I.P., in the United States and throughout the world; and Assignor further agrees to sign all papers and perform all acts, without any further compensation but at no cost or expense to Assignor as said Assignee may deem necessary to make this Assignment fully effective, and to execute all papers and do all other lawful acts that may reasonably be required by Assignee in order to make or prosecute applications for trademark of the United States and of any and all other countries, or that may be required to vest ownership of such applications and trademarks in Assignee, or to maintain, preserve or enforce the rights of Assignee in such. In the event that Assignee is unable for any reason whatsoever to secure Assignor's signature to any lawful and necessary document required or desirable as stated above, Assignor hereby irrevocably designates and appoints Assignee, and its duly authorized officers and agents, as Assignor's agent and attorney-in-fact to act for and on Assignor's behalf and stead, to execute and file any such applications, and to do all other lawfully permitted acts to further the ownership, prosecution and issuance of any copyrights, trademarks or patents, and other implementations as stated above with the same legal force and effect as if executed by Assignor.

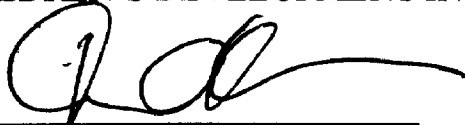
And Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks and the Registrar of Copyrights to issue the said United States Trademark registrations to said Assignee, its successors and assigns.

Assignors:

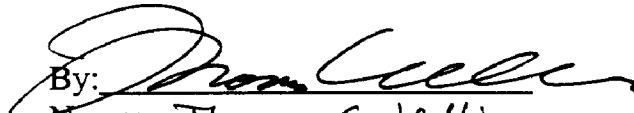
ZANY BRAINY, INC.,  
f/k/a Children's Concept, Inc.

By:   
Name: Thomas G. Vellios  
Title: President

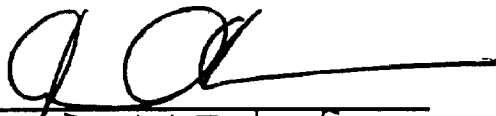
CHILDREN'S DEVELOPMENT INC.

By:   
Name: Daniel J. Kaufman  
Title: Vice President

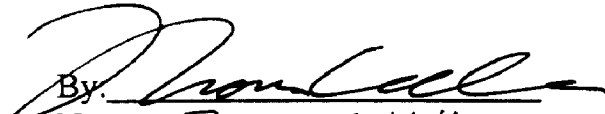
CHILDREN'S DISTRIBUTION, LLC

By:   
Name: Thomas G. Vellios  
Title: President

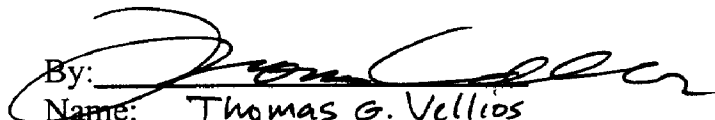
CHILDREN'S PRODUCTS, INC.

By:   
Name: Daniel J. Kaufman  
Title: Vice President

ZANY BRAINY DIRECT LLC

By:   
Name: Thomas G. Vellios  
Title: President

NOODLE KIDOODLE, INC.

By:   
Name: Thomas G. Vellios  
Title: President

**EXHIBIT A**

**I. P.**

**SEE ATTACHED**

**REGISTERED TRADEMARKS**

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Registered Owner</b>	<b>Country of Registration</b>
A ZILLION NEAT THINGS FOR KIDS	1,730,089	11/03/92	Children's Development Inc.	United States
DOLLS TO LOVE	2,322,480	02/22/00	Children's Concept, Inc. (former name of Zany Brainy, Inc.)	United States
DREAM DOUGH	2,439,498	03/27/01	Children's Development Inc.	United States
FREE FUN EVERY DAY	2,346,949	05/02/00	Children's Development Inc.	United States
HUGS N' SNUGS AND DESIGN	2,449,637	05/08/01	Children's Concept, Inc. (former name of Zany Brainy, Inc.)	United States
KIDS LEARN BEST WHEN THEY'RE HAVING FUN	2,010,223	10/22/96	Greenman Bros., Inc.	United States
KIDSTRUMENTS	2,324,283	02/29/00	Children's Development Inc.	United States
KIDSULTANT	2,223,839	02/16/99	Children's Concept, Inc. (former name of Zany Brainy, Inc.)	United States
MY LITTLE PLAY PALS	2,322,479	02/22/00	Children's Concept, Inc. (former name of Zany Brainy, Inc.)	United States



**REGISTERED TRADEMARKS**

Trademark	Registration Number	Registration Date	Registered Owner	Country of Registration
NOODLE KID DESIGN	1,872,949	01/10/95	Greenman Bros., Inc.  The change of name document from Greenman Bros., Inc. to Noodle Kiddoodle, Inc. was not recorded against this registration. It was instead filed against Reg. No. 1,872,944, a totally unrelated registration owned by a different entity. Noodle Kiddoodle will need to update the chain of title for this registration by recording the change of name document and should correct its incorrect filing against Reg. No. 1,872,944.	United States
NOODLE KIDDOODLE	1,971,605	04/30/96	Greenman Bros., Inc.	United States
OCEANMOTION	2,426,455	02/06/01	Children's Development Inc.	United States

**REGISTERED TRADEMARKS**

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Registered Owner</b>	<b>Country of Registration</b>
OODLES & ODDLES OF FUN THINGS TO LEARN	1,898,336	06/06/95	Greenman Bros., Inc.  Chain of title needs to be completed by recording the change of name document from Greenman Bros., Inc. to Noodle Kiddoodle, Inc. (NY Corporation) and then the merger of Noodle Kiddoodle, Inc. (NY) to Noodle Kiddoodle, Inc. (DE Corporation). The change of name document and the merger were recorded against Reg. No. 1,989,336 instead (a totally unrelated reg. and entity), which should be corrected to clear the registration owned by a third party.	United States
PRICE CHOMPER	2,184,879	08/25/98	Children's Concept, Inc. (former name of Zany Brainy, Inc.)	United States
WHY TAKE AN EXTRA-ORDINARY KID TO AN ORDINARY TOY STORE?	2,338,200	04/04/00	Children's Development Inc.	United States
ZANY BRAINY	1,735,825	11/24/92	Children's Development Inc.	United States
ZANY BRAINY	2,394,856	10/17/00	Children's Development Inc.	United States
ZANY BRAINY	319242	01/12/98	Children's Development Inc.	Mexico
ZANY BRAINY	7491	1998	Children's Development Inc.	Japan

**REGISTERED TRADEMARKS**

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Registered Owner</b>	<b>Country of Registration</b>
ZANY BRAINY	751819	12/24/97	Children's Development Inc.	Australia
ZANY BRAINY	707794	12/15/97	Children's Development Inc.	Europe
ZANY BRAINY AND DESIGN	1,781,919	07/13/93	Children's Development Inc.	United States
ZANY BRAINY.COM	2,439,127	03/27/01	Children's Concept, Inc. (former name of Zany Brainy, Inc.)	United States
ZANY BRAINY.COM and DESIGN	2,412,354	12/12/00	Children's Development Inc.	United States
ZANY PRICE CHOMPER and Design (Head looking left with broken \$ in mouth with words over and under head)	2,429,187	02/20/01	Children's Development Inc.	United States
ZANY ZONE	2,185,796	09/01/98	Children's Concept, Inc. (former name of Zany Brainy, Inc.)	United States

**PENDING TRADEMARK APPLICATIONS**

<b>Trademark</b>	<b>Serial Number</b>	<b>Application Date</b>	<b>Applicant</b>	<b>Country of Application</b>
DREAM DOUGH AND DESIGN	75-824712	10/15/99	Children's Development Inc.	United States
I GOT YOU BABY	76-032176	04/24/00	Noodle Kidoodle, Inc.	United States
MISCELLANEOUS "PRICE CHOMPER" DESIGN (Standing With Broken \$ in mouth looking left)	75-611593	12/23/98	Children's Concept, Inc. (former name of Zany Brainy, Inc.)	United States
ZANY BRAINY	864671	12/17/97	Children's Development Inc.	Canada
WHAT YOU WANT YOUR CHILD TO BECOME	75-663413	03/19/99	Children's Development Inc.	United States

NON-REGISTERED TRADEMARKS	
Trademark	Status of Trademark
BLUE SKY	AWAITING APPLICATION TO BE SIGNED AND FILED
BLUE SKY DESIGN	AWAITING APPLICATION TO BE SIGNED AND FILED
BRAINY GAMES ICON	---
BRIGHT START	---
BRIGHT START ICON	---
CREATIVITY ICON	---
CRITTERS NAME ICON	---
DEPART-MENTAL ICON DESIGN (15)	---
DOLLS ICON	---
GOOD SPORTS NAME ICON	---
GREEN ORBIT	AWAITING APPLICATION TO BE SIGNED AND FILED
GREEN ORBIT DESIGN	AWAITING APPLICATION TO BE SIGNED AND FILED

**NON-REGISTERED TRADEMARKS**

<b>Trademark</b>	<b>Status of Trademark</b>
GRANDTASTIC	---
HOBBIES ICON	---
IMAGINATION	AWAITING APPLICATION TO BE SIGNED AND FILED
IMAGINATION DESIGN	AWAITING APPLICATION TO BE SIGNED AND FILED
KIDSTRUMENTS DESIGN	AWAITING APPLICATION TO BE SIGNED AND FILED
KIDTRONICS NAME ICON	---
LET'S PRETEND NAME ICON	---
OUR PLANET NAME ICON	---
OUT OF THE BOX	AWAITING APPLICATION TO BE SIGNED AND FILED
OUT OF THE BOX DESIGN	AWAITING APPLICATION TO BE SIGNED AND FILED
OUT TO PLAY	AWAITING APPLICATION TO BE SIGNED AND FILED
OUT TO PLAY DESIGN	AWAITING APPLICATION TO BE SIGNED AND FILED

**NON-REGISTERED TRADEMARKS**

<b>Trademark</b>	<b>Status of Trademark</b>
PLAY PALS NAME ICON	---
PLAYSHOP PLANNER	---
PRETENDABLES	---
PUZZLEMANIA NAME ICON	---
READY, SET... GROW!	AWAITING APPLICATION TO BE SIGNED AND FILED
READY, SET... GROW! DESIGN	AWAITING APPLICATION TO BE SIGNED AND FILED
SMART SUPPLIES	AWAITING APPLICATION TO BE SIGNED AND FILED
SMART SUPPLIES DESIGN	AWAITING APPLICATION TO BE SIGNED AND FILED
SOFTWARE ICON	---
STATIONERY ICON	---
SUPER STARS NAME ICON	---
TEACHER'S RESOURCE NAME ICON	---

**NON-REGISTERED TRADEMARKS**

<b>Trademark</b>	<b>Status of Trademark</b>
TECHNO KIDS	AWAITING APPLICATION TO BE SIGNED AND FILED
TECHNO KIDS DESIGN	AWAITING APPLICATION TO BE SIGNED AND FILED
VIDEO ICON	---
WORDS & MUSIC (OR SIGHTS & SOUNDS) NAME ICON	---
YOUNG BUILDERS NAME ICON	---
ZANY ALPHABET DESIGNS (26)	---
ZANY BRAINY COMPUTER BUGZ	---



**REGISTERED DOMAIN NAMES**

<b>Domain Name</b>	<b>Registered Owner</b>	<b>Registrar</b>
EXCHANGETOYS.COM	Zany Brainy, Inc.	Network Solutions
MYZB.COM	Zany Brainy, Inc.	Network Solutions
NOODLEKABOODLE.COM	Noodle Kiddoodle, Inc.	Network Solutions
NOODLEKADOODLE.COM	Noodle Kiddoodle, Inc.	Network Solutions
NOODLEKIDODDLE.COM	Noodle Kiddoodle, Inc.	Network Solutions
NOODLEKIDOODLE.COM	Zany Brainy, Inc.	Network Solutions
TOZB.COM	Zany Brainy, Inc.	Network Solutions
TRADE-A-TOY.COM	Zany Brainy, Inc.	Network Solutions
ZAINYBRAINY.COM	Zany Brainy, Inc.	Network Solutions
ZANIEBRAINY.COM	Zany Brainy, Inc.	Network Solutions
ZANYBRAINY.COM	Zany Brainy, Inc.	Network Solutions
ZANYBRAINY.CO.UK	Zany Brainy, Inc.	REGISTER.COM / COMPUSOLVE

**REGISTERED DOMAIN NAMES**

Domain Name	Registered Owner	Registrar
ZANYBRAINY.NET	Zany Brainy, Inc.	REGISTER.COM
ZANYBRAINY.ORG	Zany Brainy, Inc.	REGISTER.COM
ZANYBRAINY.TV	Zany Brainy, Inc.	dotTV
ZANYBRAINYCATALOG.COM	Zany Brainy, Inc.	Network Solutions
ZANYBRAINYINC.COM	Zany Brainy, Inc.	Network Solutions
ZANYBRAINYONLINE.COM	Zany Brainy, Inc.	Network Solutions
ZANYBRAINYSTORES.COM	Zany Brainy, Inc.	Network Solutions
ZANYBRANY.COM	Zanybrainyinc.com LLC	Network Solutions
ZANYINC.COM	Zany Brainy, Inc.	Network Solutions
ZB.COM	Zany Brainy, Inc.	Network Solutions
ZBBOOKS.COM	Zany Brainy, Inc.	Network Solutions
ZBCATALOG.COM	Zany Brainy, Inc.	Network Solutions

<b>REGISTERED DOMAIN NAMES</b>		
<b>Domain Name</b>	<b>Registered Owner</b>	<b>Registrar</b>
ZBMUSIC.COM	Zany Brainy, Inc.	Network Solutions
ZBSOFTWARE.COM	Zany Brainy, Inc.	Network Solutions
ZBSTORES.COM	Zany Brainy, Inc.	Network Solutions
ZBTOY.COM	Zany Brainy, Inc.	directNIC
ZBTOYS.COM	Zany Brainy, Inc.	Network Solutions
ZBVIDEO.COM	Zany Brainy, Inc.	Network Solutions

Microfilm Number \_\_\_\_\_  
Entity Number \_\_\_\_\_

Filed with the Department of State on MAR 18 1999  
Kim Duggan  
Secretary of the Commonwealth  
ACTING

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION  
DSCR:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Children's Concept, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 308 East Lancaster Avenue, Wynnewood, PA 19096, Montgomery  
Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law of 1988

4. The date of its incorporation is: August 19, 1991

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

Article 1. should read as follows,

1. The name of the corporation is Zany Brainy, Inc. This corporation is incorporated under the provisions of the Business Corporation Law of 1988.

DSCB:15-1915 (Rev 90)-2

\_\_\_The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

8. \_\_\_The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 17<sup>th</sup> day of March, 1999.

Children's Concept, Inc.

(Name of Corporation)

BY: Keith C. Spurgeon

(Signature)

TITLE: Keith C. Spurgeon, Chairman and CEO

(PA - 1427)

**MINUTES OF BOARD OF DIRECTORS  
MEETING OF  
CHILDREN'S CONCEPT, INC.**

**March 17, 1999**

A telephonic meeting of the Board of Directors of Children's Concepts, Inc. (the "Company") was held on Wednesday, March 17, 1999. The meeting was held pursuant to written notice duly given pursuant to the Company's Bylaws. All of the directors, Philip Cohen, Donald Dorsey, Robert Fox, Gerald Gallagher, Yves Sisteron, Keith Spurgeon and David Wachs, were present with the exception of Henry Nasella, who was unable to attend. Attending by invitation were Thomas Vellios, President of the Company, Robert A. Helpert, Chief Financial Officer of the Company, Jonathan Swocmer of Nassau Capital Partners II L.P., Ari Zur of Frontenac VI Limited Partnership, Steven Lebow of Donaldson, Lufkin & Jenrette Securities Corporation and Alan Singer and Joanne R. Soslow of Morgan, Lewis & Bockius, LLP, counsel for the Company. Mr. Spurgeon acted as Chairman of the meeting and Ms. Soslow acted as Secretary of the meeting.

As the first order of business, Ms. Soslow updated the Board on the Company's registration statement in connection with its initial public offering of common stock and noted that, subject to the Board's approval, the registration statement would be filed on Friday, March 19, 1999. She then reviewed each of the resolutions with respect to the initial public offering that were distributed to the Board in advance of the meeting. Next, Mr. Singer discussed various fiduciary duty and liability issues with respect to the registration statement. After extensive discussion among the Board, including a discussion of the composition and size of a selling shareholder group, upon motion duly made and seconded, the following resolutions with respect to the initial public offering of the Company's common stock were unanimously approved:

Authorization of Issuance.

RESOLVED, that the Company be, and it hereby is, authorized to offer, sell and issue, from its authorized and unissued Common Stock, par value \$.01 per share (the "Common Stock"), in an underwritten public offering, up to such number of shares of Common Stock that shall have an aggregate initial public offering price of up to \$50 million, plus up to such number of additional shares of Common Stock that shall have an aggregate initial public offering price of up to \$12.75 million if Donaldson, Lufkin & Jenrette Securities Corporation, BT Alex. Brown, William Blair & Company, L.L.C. and Piper Jaffray Inc., as representatives of the members of the underwriting syndicate (the "Representatives") exercise, on behalf of the underwriters, an overallotment option (the "Overallotment Option"), pursuant to the terms of, and after the effective date of, a Registration Statement (the "Registration Statement") to be

PH02A/39207.1

**FURTHER RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such officers' certificates and such other instruments and documents as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions, and any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular, be, and they hereby are, approved, ratified and confirmed; and

**FURTHER RESOLVED**, that the corporate seal of the Company may be affixed to any instrument or document executed pursuant to the foregoing resolutions.

Ms. Soslow next reviewed with the Board the resolutions amending the Company's Amended and Restated Articles of Incorporation to (i) change the name of the Company to "Zany Brainy, Inc.", (ii) amend the authorized capital of the Company to increase the number of authorized shares of common and preferred stock, (iii) amend the "blank check" preferred stock provisions and (iv) amend the definition of Qualified Public Offering in the Statement of Designations of each class of the Company's Preferred Stock. Ms. Soslow informed the Board that they had the authority to effect the change in the Company's name to Zany Brainy, Inc. without shareholder approval, however, the other amendments would require shareholder approval and would be included in the notice to shareholders in connection with the 1999 annual meeting of shareholders. The Board then had an extensive discussion regarding the proposed changes to the Articles including a discussion of a possible reverse stock split and the correlating affects on the proposed increase in authorized capital. The Board decided against a reverse stock split at this time and agreed to table the issue for future discussion. Then, upon motion duly made and seconded the following resolutions were unanimously approved:

**RESOLVED**, that Article ONE of the Amended and Restated Articles of Incorporation of the Company be, and it hereby is, amended in its entirety to read as follows:


"1. The name of the corporation (hereinafter called the "Corporation") is Zany Brainy, Inc. This corporation is incorporated under the provisions of the Business Corporation Law of 1988 (the "BCL")."

**FURTHER RESOLVED**, that, subject to shareholder approval, Article THREE, paragraph A of the Amended and Restated Articles of Incorporation of the Company, be and it hereby is, amended in its entirety to read as follows:

April 1, 1999 first class mail, postage prepaid, and directed to the shareholders of the Company (with such changes therein as such officers shall approve, such approval to be evidenced conclusively by such mailing); and

FURTHER RESOLVED, that Joanne R. Soslow, with full power of substitution, be and she is hereby appointed judge of election for the Meeting and any adjournment or adjournments thereof.

There being no further business to come before the meeting, it was upon motion duly made and seconded adjourned at approximately 1:00 p.m.

  
Joanne R. Soslow  
Secretary of the Meeting



**State of New York }  
Department of State }<sup>ss:</sup>**

*I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*      **DEC 14 1995**



*Alexander F. Dueschell*  
Secretary of State

DOS-200 (Rev. 1/95)

12/13/95 WED 15:21 FAX 212 715 8000

002

CSC 45 F 951 214000473

CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
GREENMAN BROS. INC.

ADOPTED IN ACCORDANCE WITH THE  
PROVISIONS OF SECTION 805 OF THE  
NEW YORK BUSINESS CORPORATION LAW

We, Stewart Katz, the President, and William A. Johnson, Jr., the Secretary, of Greenman Bros. Inc., a corporation organized and existing under the Business Corporation Law of the State of New York, do hereby certify that:

1. The present name of the corporation (the "Corporation") is Greenman Bros. Inc.

2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of New York on October 1, 1946.

3. Article FIRST of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Noodle Kidoodle, Inc.

4. Article THIRD of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

THIRD: The total number of shares which the Corporation is to be authorized to issue is 15,500,000 of which 500,000 shall be shares of preferred stock, par value

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\$1.00 ("Preferred Stock"), and 15,000,000 shall be shares of common stock, par value \$0.10 ("Common Stock").

A statement of the designations of the authorized classes of stock or of any series thereof, and the powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, or of the authority of the Board of Directors to fix by resolution or resolutions such designations and other terms not fixed by the Certificate of Incorporation, is as follows:

1. The Preferred Stock may be issued in one or more series, from time to time, with each such series to have such designation, powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the corporation, subject to the limitations prescribed by law and in accordance with the provisions hereof, the Board of Directors being hereby expressly vested with authority to adopt any such resolution or resolutions. The authority of the Board of Directors with respect to each such series shall include, but not be limited to, the determination or fixing of the following:

(i) The distinctive designation and number of shares comprising such series, which number may (except where otherwise provided by the Board of Directors in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors;

(ii) The dividend rate of such series, the conditions and times upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock or series thereof, or any other series of the same class, and whether such dividends shall be cumulative or non-cumulative;

(iii) The conditions upon which the shares of such series shall be subject to redemption by the Corporation and the times, prices and other terms and provisions upon which the shares of the series may be redeemed;

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Adjustment") equal to the quotient obtained by dividing (i) the Series A Liquidation Preference by (ii) 100 (as appropriately adjusted as set forth in subparagraph C below to reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock) (such number in clause (ii), the "Adjustment Number"). Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A Junior Participating Preferred Stock and Common Stock, respectively, holders of Series A Junior Participating Preferred Stock and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to 1 with respect to such Preferred Stock and Common Stock, on a per share basis, respectively.

(B) In the event there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other series of Preferred Stock, if any, which rank on a parity with the Series A Junior Participating Preferred Stock, then such remaining assets shall be distributed ratably to the holders of Series A Junior Participating Preferred Stock and such parity shares in proportion to their respective liquidation preferences. In the event there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock.

(C) In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event (in the case of the declaration of a dividend payable in shares of Common Stock, assuming the payment of such dividend) and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series A Junior Participating Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 100 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation

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shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Junior Participating Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event (in the case of the declaration of a dividend payable in shares of Common Stock, assuming the payment of such dividend) and the denominator of which is the number of shares of Common Stock that are outstanding immediately prior to such event.

Section 8. Redemption. The shares of Series A Junior Participating Preferred Stock shall not be redeemable.

Section 9. Ranking. The Series A Junior Participating Preferred Stock shall rank junior to all other series of the Corporation's Preferred Stock as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

Section 10. Amendment. This Certificate of Incorporation shall not be further amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Junior Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of a majority or more of the outstanding shares of Series A Junior Participating Preferred Stock voting separately as a class.

Section 11. Fractional Shares. Series A Junior Participating Preferred Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Junior Participating Preferred Stock.

5. The foregoing amendment of the Certificate of Incorporation of the Corporation was authorized by vote of the Board of Directors of the Corporation, followed by the affirmative vote of the shareholders of the Corporation.

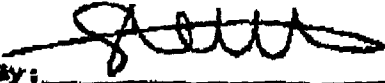
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IN WITNESS WHEREOF, we have subscribed this document on  
the date set forth below and do hereby affirm, under the  
penalties of perjury, that the statements contained therein have  
been examined by us and are true and correct.

Dated: December 13, 1995

  
By: \_\_\_\_\_  
Stewart Katz  
President

  
By: \_\_\_\_\_  
William A. Johnson, Jr.  
Secretary

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**ICC**  
**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

**CERTIFICATE OF AMENDMENT**  
**OF**  
**GREENMAN BROS. INC.**

**FILED DEC 14 1995**

**TAX \$ 250**

**BY: JAC**  
*Suffolk*

**Under Section 805 of the Business Corporation Law**

**(14)**

**FILED BY: Stan Howie**  
**Corporation Service Company**  
**500 Central Avenue**  
**Albany, NY 12206**

**BILLED**

*SKH*

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8. U.S. Application Serial No. 75-611593.

Filed herewith is Exhibit B, a copy of the five page "Articles of Amendment-Domestic Business Corporation DSCB:15-1915 (Rev90)" showing the name change from Children's Concept, Inc. to Zany Brainy, Inc. Zany Brainy, Inc. is one of the assignors of the assignment filed herewith. Therefore, the chain of title is complete for recording the present assignment.

The following four listed trademark registrations have their last listed owner as Greenman Bros., Inc.:

1. 2,010,223;
2. 1,872,949;
3. 1,971,605; and
4. 1,898,336.

Filed herewith is Exhibit C, a copy of the seven page "Certificate of Amendment to the Certificate of Incorporation of Greenman Bros. Inc." showing the name change from Greenman Bros. Inc. to Noodle Kidoodle, Inc. Noodle Kidoodle, Inc. is one of the assignors of the assignment filed herewith. Therefore, the chain of title is complete for recording the present assignment.

Respectfully submitted,



Terri L. Sale  
Registration No. 45,066

Telephone: (213) 892-9307  
Facsimile: (213) 680-4518