



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

1. Name of conveying party(ies):

Knowledge Kids Enterprises, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State: Delaware, Other: 1.18.02

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

2. Name and address of receiving party(ies)

Name: LeapFrog Enterprises, Inc. Internal Address: Street Address: 6401 Hollis Street, Suite 150 City: Emeryville State: CA Zip: 94608-1070

- Individual(s) Citizenship, Association, General 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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other: Change of address Execution Date: February 1, 2001

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

A. Trademark Application No.(s)

B. Total Registration No.(s)

2,153,155 and 2,345,831

Additional number(s) attached? Yes No

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

Name: Tsan Abrahamson Internal Address: Legal Department Street Address: LeapFrog Enterprises, Inc. 6401 Hollis Street, Suite 150 City: Emeryville State: CA Zip: 94608-1070

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

501483

(Attach duplicate 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.

Tsan Abrahamson

Name of Person Signing 2153155

Signature

Date 6-Dec-01

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

FROM CORPORATION TRUST #2 WILMINGTON DE.

(THU) 2. 1'01 16:02/ST. 16:01/NO. 4863796374 P 2

*State of Delaware**Office of the Secretary of State*

PAGE 1

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 "LEAFROG 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

2780677 8100

010053093

TRADEMARK  
REEL: 002437 FRAME: 0954

FROM CORPORATION TRUST #2 WILMINGTON DE.

(THU) 2. 1'01 16:02/ST. 16:01/NO. 4863796374 P 3

MARON &amp; SANDLER

Fax:3104403690

Feb 1 '01

7:41

P.02

**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 09:00 AM 02/01/2001  
010053033 - 2780671**

FROM CORPORATION TRUST #2 WILMINGTON DE.

(THU) 2. 1'01 16:02/ST. 16:01/NO. 4863796374 P 4

MARON &amp; SANDLER

Fax:3104403690

Feb 1 '01

7:41

P.03

**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**

FROM CORPORATION TRUST #2 WILMINGTON DE.

(THU) 2. 1 '01 16:02/ST. 16:01/NO. 4863796374 P 2

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**STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 02/01/2001  
01065393 - 278677**

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