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05-06-2002

04-22-2002

U.S. Patent & TMO/TM Mail Rpt Dt. #26

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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Y U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Class Action Student Outfitters, Inc.

4-22-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (Illinois)
- 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: 10-27-2000

2. Name and address of receiving party(ies)

Name: SchoolKidz.com, Inc.

Internal

Address:

Street Address: 7900 South Madison

City: Burr Ridge State: IL Zip: 60521

- 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 list]

B. Trademark Registration No.(s) [See attached list]

Additional number(s) attached Yes No

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

Name: Paul G. Juettner, Attorney

Internal Address:

Street Address: Greer, Burns & Crain, Ltd.

300 South Wacker Drive, Suite 2500

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-2069 (Only if payment is not enclosed)

DO NOT USE THIS SPACE

9. Signature.

05/03/2002 DBYRNE 00000055 2500389
Paul G. Juettner

Name of Person \$ 40.00 OP \$ 200.00 OP

Signature

Date

4-17-02

3

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

01 FC:481
02 FC:482

TRADEMARK
REEL: 002498 FRAME: 0733

Registered Trademarks

<u>Mark</u>	<u>Reg. No.</u>	<u>Attorney Docket</u>
STUDENT BODY	2,508,389	0330.63982
SCHOOLKIDZ.COM	2,545,360	0330.63990
GRADEREADY	2,548,175	0330.63986
HELPING YOU MAKE THE GRADE	2,188,851	0330.63985
TEACHER TAILORED	2,235,790	0330.63988
CLASS ACTION STUDENT OUTFITTERS & design	2,260,217	0330.64067
STUDENT OUTFITTERS	2,282,275	0330.63984
TEACHER'S BEST	2,339,302	0330.63991

Pending Applications

<u>Mark</u>	<u>Serial No.</u>	<u>Attorney Docket</u>
KINDERGARTEN WELCOME MAT	75/905,753	0330.63987

Delaware

PAGE 1

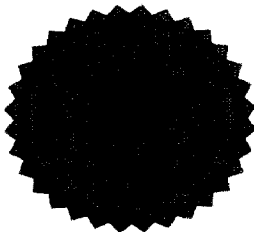
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CLASS ACTION STUDENT OUTFITTERS, INC.", A ILLINOIS CORPORATION,

WITH AND INTO "SCHOOLKIDZ.COM, INC." UNDER THE NAME OF "SCHOOLKIDZ.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2000, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1652263

020153536

DATE: 03-07-02

RECORDED: 04/22/2002

TRADEMARK
REEL: 002498 FRAME: 0735