

10-02-2002

KL Ref. No.: 163945-00012

FORM PTO-1594



SHEET

U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93)

Patent and Trademark Office

To the Honorable Commission.

102245722

Record the attached original documents or copy thereof.

1. Name of conveying party(ies)  
**Tollytots Inc.**

9.30.02

Individual(s)  
 General Partnership  
 Corporation - **CANADA**  
 Association  
 Limited Partnership  
 Other

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

2. Name and address of receiving party(ies)  
 Name: **Tollytots Inc.**

Street Address: **8 Bryce Avenue**

City: **Toronto** State: **Ontario** Zip: **M4V 2B2**  
 Country: **Canada**

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation - **CANADA**  
 Other

3. Nature of conveyance:  
 Assignment  
 Security Agreement  
 Merger  
 Change of Name  
 Other -

Execution Date: May 1, 2002

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No **The Assignee has already filed a domestic representative designation which is not affected by its change of address.**

(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. SEE ATTACHED SCHEDULE  
**75714058**

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: **William J. Spatz**  
 Internal Address: **Kramer Levin Naftalis & Frankel LLP**  
 Street Address: **919 Third Avenue**  
 City: **New York** State: **New York** Zip: **10022-3582**

6. Total number of applications and registrations involved .....

7. Total fee (37 CFR 3.41).....\$165.50

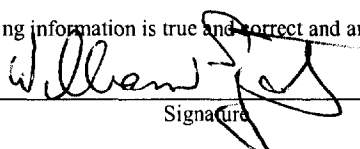
Enclosed is check # 6393  
 Authorized to be charged to deposit account # **50-0540**

8. Please charge any additional fee incurred by reason of this submission to deposit account number: **50-0540**

FINANCE SECTION  
 2002 SEP 30 PM 1:43  
 RECEIVED

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.

**William J. Spatz**  **July 8, 2002**  
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

**Do not detach this portion**  
 Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

10/02/2002 6TOM11 00000030 75714058  
 01 FC:481 40.00 OP  
 02 FC:482 125.00 OP

RFCST.PTO

**TOLLYTOTS, INC.**

**SCHEDULE OF APPLICATIONS FOR CHANGE OF ADDRESS**

<b>Mark</b>	<b>Serial No.</b>	<b>Class</b>	<b>Filing Date</b>
TOLLYTOTS	75/714,058	12 & 20	May 26, 1999
MISCELLANEOUS DESIGN	75/914,333	12 & 20	February 9, 2000
CD-TOTS	75/914,334	28	February 9, 2000
CD TOTS	75/923,859	9	February 22, 2000
TOLLYTOTS	75/981,549	28	May 26, 1999
MISCELLANEOUS DESIGN	75/982,260	28	February 9, 2000

**Certificate  
of Amendment**

**Certificat  
de Modification**

**Canada Business  
Corporations Act**

**Loi canadienne sur  
les sociétés par actions**

TOLLYTOTS INC.

353272-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the  
above-named corporation were amended:

Je certifie que les statuts de la société  
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Director - Directeur

May 4, 2000 / le 4 mai 2000

Date of Amendment - Date de modification

Canada

**TRUE COPY**

*Borden Ladner Gervais LLP*  
Borden Ladner Gervais LLP



Industry Canada

Industrie Canada

FORM 4  
ARTICLES OF AMENDMENT  
(SECTION 27 OR 177)

FORMULE 4  
CLAUSES MODIFICATRICES  
(ARTICLES 27 OU 177)

Canada Business  
Corporations Act

Loi canadienne sur les  
sociétés par actions

1 - Name of corporation - Dénomination de la société  
Tollytots Inc.

2 - Corporation No. - N° de la société

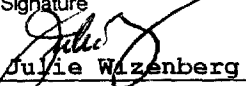
353272-1

3 - The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la  
façon suivante:

The place in Canada where the registered office is to be  
situated is:

The Metropolitan Region of Toronto, Province of Ontario

Date 01/05/2000	Signature  Julie Wizenberg	Title - Titre President
IC 3069 (11-94) (cca 1387)		FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT Filed - Déposée MAY 18 2000



Industry Canada

Industrie Canada

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

FORM 3  
NOTICE OF REGISTERED OFFICE  
OR NOTICE OF CHANGE  
OF REGISTERED OFFICE  
(SECTION 19)

FORMULE 3  
AVIS DE DÉSIGNATION  
OU DE CHANGEMENT  
DU SIÈGE SOCIAL  
(ARTICLE 19)

1 - Name of corporation - Dénomination de la société  
Tollytots Inc.

2 - Corporation No. - N° de la Société  
353272-1

3 - Place in Canada where the registered office is situated

Lieu au Canada où est situé le siège social

Metropolitan Region of Toronto, Province of Ontario

4 - Address of registered office

Adresse du siège social

8 Bryce Avenue  
Toronto (Ontario)  
M4V 2B2

CAUTION: Address of registered office must be within the place that is specified in articles; otherwise an amendment is required (Form 4) in addition to this form  
AVIS: L'adresse du siège social doit se situer à l'intérieur des limites du lieu indiqué dans les statuts. Sinon, une modification est requise (formule 4)

5 - Effective date of change

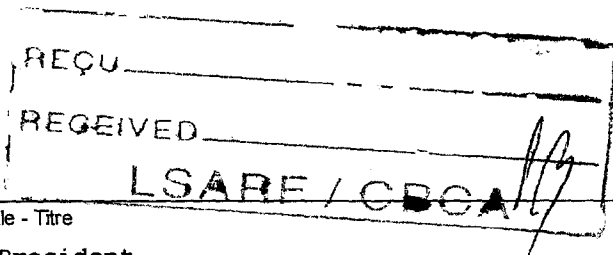
Date d'entrée en vigueur du changement

effective upon the issuance of the Certificate of Amendment.

6 - Previous address of registered office

Adresse précédente du siège social

1000 de la Gauchetière, Suite 900  
Montreal, Quebec  
H3B 5H4



Date

01 10512000

Signature

*Julie Wizenberg*  
Julie Wizenberg

Title - Titre

President

IC 3420 (5/95)

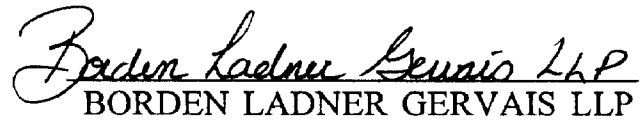
Filed - Déposée

MAY 18 2000

## CERTIFICATION

The undersigned, BORDEN LADNER GERVAIS LLP (the "Corporation"), hereby certifies that the attached are true copies of the Certificate and Articles of Amendment and the Notice of change of Registered Office of Tollytots Inc. issued under the *Canada Business Corporations Act* by the Director on May 4, 2000 which said Certificate and Articles of Amendment and Notice of change of Registered Office are in full force and effect as of the date hereof.

DATED this 26<sup>th</sup> day of June 2002.

  
BORDEN LADNER GERVAIS LLP