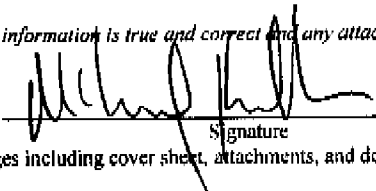


Form PTO-1594 (Ref. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): Waddington North America, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Waddington North America LLC</u> Internal Address: _____ Address: _____ Street Address: <u>Six Stuart Road</u> City: <u>Chelmsford</u> State: <u>MA</u> Zip: <u>01824</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation- _____ <input checked="" type="checkbox"/> Other - <u>Limited Liability of Company of Massachusetts</u> If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>October 31, 2001</u>		
4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2,552,933</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Michael G. Kelber</u> Internal Address: <u>Altheimer & Gray</u> _____ Street Address: <u>10 S. Wacker Drive - Suite 4000</u> _____ City: <u>Chicago</u> State: <u>Illinois</u> Zip: <u>60606</u>	6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41)\$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>011-156</u> (Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE		
9. Statement and signature <i>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.</i> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Michael G. Kelber</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>February 25, 2003</u> Date </div> </div> <div style="text-align: right; margin-top: 10px;"> Total number of pages including cover sheet, attachments, and document: 4 </div>		

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

01241955

FILED

CERTIFICATE OF MERGER

OCT 31 2001

The undersigned, Waddington North America LLC, a ^{STATE OF MASSACHUSETTS} ~~MASSACHUSETTS~~ liability company, does hereby certify as follows:

(1) That the name and jurisdiction of formation or organization of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Formation or Organization</u>
Waddington North America, Inc.	Delaware
Waddington North America LLC	Massachusetts

(2) A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the constituent entities in accordance with Delaware General Corporation Law § 264 and Massachusetts General Laws, as amended ("M.G.L.") Chapter 156C, § 61.

(3) Waddington North America LLC shall be the surviving entity of the merger (the "Surviving Entity").

(4) The name of the Surviving Entity of the merger is "Waddington North America LLC."

(5) The executed Plan and Agreement of Merger is on file at the principal place of business of the Surviving Entity and its address is Six Stuart Road, Chelmsford, Massachusetts 01824.

(6) A copy of the Plan and Agreement of Merger will be furnished on request and without cost to any member of or any person holding an interest in any constituent corporation.

(7) The Surviving Entity may be served with process in Delaware in any proceeding for enforcement of any obligation of the constituent Delaware corporation, as well as for enforcement of any obligation of the Surviving Entity, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provision of Delaware General Corporation Law § 262, and shall irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings.

Jan 1 2001 6:14 P.06

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, as of the 31st day of October, 2001.

WADDINGTON NORTH AMERICA LLC

By: WNA Holding Company, as Member-Manager



Name: Michael G. Evans

Title: President

By: Waddington North America (Delaware) LLC, as Member-Manager

By: WNA Holding Company, as sole Member-Manager



By: Michael G. Evans

Title: President

CK. # 47312

The Commonwealth of Massachusetts
Limited Liability Company
(General Laws, Chapter 156C)

768441

Filed this 31 day October, 2001.



WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

CT

Phone: _____