

02-14-2003

HEET

Docket No.:

LY

1262.013



102366406

Tab settings

To the Honorable Commissioner of P

Secure the attached original documents or copy thereof.

1. Name of conveying party(ies):

Doll Acquisition Co.

2.12.03

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Additional names(s) of conveying party(ies)  Yes  No

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

Name: Alexander Doll Company, Inc.

Internal Address:

Street Address: 1209 Orange Street

City: Wilmington State: DE ZIP: 19801

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

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

Execution Date: June 7, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,183,967	1,178,318
1,212,526	1,233,745
1,205,583	

Additional numbers  Yes  No

RECORDED  
M 7: 36  
SECTION

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

Name: Robert E. Heslin, Esq.

Internal Address:

Heslin Rothenberg Farley & Mesiti P.C.

Street Address: 5 Columbia Circle

City: Albany State: NY ZIP: 12203

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

5

7. Total fee (37 CFR 3.41):.....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

RECORDED  
M 7: 35  
SECTION

02/13/2003 LMUELLER 00000125 1183967

DO NOT USE THIS SPACE

01 FC:8521	40.00 DP
02 FC:8522	100.00 DP

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.

Robert E. Heslin

*Robert E. Heslin*

February 7, 2003

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

4

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**DOLL ACQUISITION CO.**

Doll Acquisition Co., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. The Corporation originally incorporated under the name Doll Acquisition Co. and its original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 28, 1995.

B. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation.

C. The text of the Certificate of Incorporation of the Corporation is hereby restated and amended to read in its entirety as follows:

1. The name of the Corporation is ALEXANDER DOLL COMPANY, INC.

2. The registered office of the Corporation in the state of Delaware is located at 1209 Orange Street, City of Wilmington, County of New Castle, 19801. The name of the Corporation's registered agent at such address is the Corporation Trust Company.

3. The nature of the business and the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

4. The total number of shares of all classes of stock which the Corporation shall have authority to issue is thirty thousand (30,000). The classes and the aggregate number of shares of stock of each class which the Corporation shall have authority to issue are as follows:

(i) Twenty thousand (20,000) shares of Class A Common Stock, par value \$0.01 ("Class A Common Stock"), which shares shall have full voting powers.

(ii) Ten thousand (10,000) shares of Class B Common Stock, par value \$0.01 ("Class B Common Stock"), which shares shall have no voting powers.

Shares of Class A Common Stock and shares of Class B Common Stock may be issued from time to time as the Board of Directors of the Corporation shall determine and on such terms and for such consideration as shall be fixed by the Board of Directors.

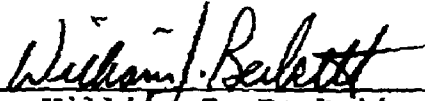
5. In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time the Bylaws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter, amend and repeal the Bylaws.

6. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time.

7. The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

8. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this instrument on this 7th day of June, 1995.

  
\_\_\_\_\_  
William J. Beckett  
President