

04-10-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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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):

GoodTimes Entertainment Limited

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

2. Name and address of receiving party(ies)

Name: GoodTimes Entertainment LLC

Internal Address:

Street Address: 16 East 40th Street

City: New York State: NY Zip: 10016

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other limited liability company

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)

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Karen Charal Gross

Internal Address: GoodTimes Entertainment LLC

Street Address: 16 East 40th Street

City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 1,015.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

502604

(Attach duplicate copy 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.

Karen Charal Gross

Name of Person Signing

Signature: Karen Charal Gross

Date: 02/02/03

Total number of pages including cover sheet, attachments, and document: 8

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

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01 FC:8521 40.00 CH 06 FC:8522 975.00 CH

TRADEMARK REEL: 002708 FRAME: 0793

CONVEYING PARTY: GOODTIMES ENTERTAINMENT LIMITED
RECEIVING PARTY: GOODTIMES ENTERTAINMENT LLC

<u>Trademarks</u>	<u>Registration Numbers</u>
The Body Firm Activewear	1,333,332
Kids Klassics	1,398,131
Hollywood Movie Greats (stylized)	1,406,312
The Firm Workout With Weights (stylized)	1,439,017
GoodTimes (rainbow logo)	1,454,998
GoodTimes (logo)	1,458,154
Movie Marque Logo	1,462,568
We Make Collectability A Way of Life	1,464,447
Slimatics	1,497,523
The Firm	1,522,134
Slimatics (stylized)	1,571,684
GoodTimes	1,766,686
The Body Firm	1,838,880
Kids Sing Along	1,840,130
GoodTimes & License plate design	1,871,175
Firm Believers	1,888,532
Firm	1,895,931
GoodTimes	1,905,525
Bun Busters	1,907,110
Kids Klassics	1,909,882

CONVEYING PARTY: GOODTIMES ENTERTAINMENT LIMITED
RECEIVING PARTY: GOODTIMES ENTERTAINMENT LLC

<u>Trademarks</u>	<u>Registration Numbers</u>
The Firm	1,928,088
Cute N' Cuddly	2,095,992
Storybook Adventures	2,098,601
The Firm (stylized)	2,117,719
Firm Parts	2,167,282
The Firm Cross Trainers	2,287,888
GoodTimes Paging	2,341,925
GoodTimes Paging	2,404,647
Firm Direct	2,578,096
GoodTimes	2,550,487
The Fanny Lifter	2,617,520
Firm Formula	2,687,414

CONVEYING PARTY: GOODTIMES ENTERTAINMENT LIMITED
RECEIVING PARTY: GOODTIMES ENTERTAINMENT LLC

<u>Trademarks</u>	<u>Serial Numbers</u>
The Science of Fitness	75/927,167
Firm Cardio	76/132,561
Putting Our Faith In Entertainment	76/255,729
GoodTimes Entertainment	76/255,730
Where He Walked	76/280,072
Sculpting Stick	76/437,457
Firm & Burn	76/443,501
Ultimate Firm	76/446,719

Delaware

PAGE 1

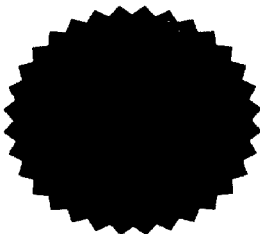
The First State

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 MERGER, WHICH MERGES:

"GOODTIMES ENTERTAINMENT LIMITED", A DELAWARE CORPORATION, WITH AND INTO "GT BRANDS ACQUISITION I LLC" UNDER THE NAME OF "GOODTIMES ENTERTAINMENT LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF FEBRUARY, A.D. 2003, AT 2 O'CLOCK P.M.

3541845 8100M

030123838



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2275926

DATE: 02-26-03

TRADEMARK
REEL: 002708 FRAME: 0797

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
LIMITED LIABILITY COMPANY**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, the undersigned executed the following Certificate of Merger:

FIRST: The name of the limited liability company is GT Brands Acquisition I LLC, a Delaware limited liability company, and the name of the corporation being merged into this surviving limited liability company is GoodTimes Entertainment Limited, a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is GT Brands Acquisition I LLC and this limited liability company shall change its name to GoodTimes Entertainment LLC.

FOURTH: The merger is to become effective on February 6, 2003.

FIFTH: The Agreement of Merger is on file at 16 East 40th Street, New York, New York 10016, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or stockholder of the merging corporation.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 02/06/2003
030080215 - 3541845

TRADEMARK
REEL: 002708 FRAME: 0798

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger of Domestic Corporation and Limited Liability Company on the 6th day of February, A.D. 2003.

GT BRANDS ACQUISITION I LLC

By: GT Brands LLC, its sole member

By: GT Brands Holdings LLC, its sole member

By: 
Name: Peter R. Esoraky
Title: Manager