

FORM PTO-1594  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)  
M&G 10857, IUS01 and 10113, IUS02

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

1. Name of conveying party(ies):

GROW BIZ INTERNATIONAL, INC.

Individuals  Association  
 General Partnership  Limited Partnership  
 Corporation-State of Minnesota  
 Other: \_\_\_\_\_

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

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

WINMARK CORPORATION  
4200 Dahlberg Drive  
Suite 100  
Minneapolis, MN 55422-4837

Individual(s) citizenship  Association  
 General Partnership  Limited Partnership  
 Corporation-State of Minnesota  
 Other: \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No  
 (Designations must be separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other: \_\_\_\_\_

Execution Date: November 19, 2001

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)/ Mark(s)

B. Trademark Reg. No.(s)/Mark(s)

1,857,397/MUSIC GO ROUND  
1,856,930/ONCE UPON A CHILD and Design

Additional numbers attached?  Yes  No

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

Name: John A. Clifford  
Address: MERCHANT & GOULD P.C.  
P.O. Box 2910  
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 2

7. Total fee (37 CFR 3.41): \$65.00  
 Enclosed  
 Authorized to be charged to deposit account 13-2725

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

John A. Clifford  
Name of Person Signing

*John A. Clifford*  
Signature

December 12, 2003  
Date

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services  
Director of the United States Patent and Trademark Office  
P.O. Box 1450  
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

CH \$65.00 132725 1857397

5Z-841

# State of Minnesota

## SECRETARY OF STATE

### *Certificate of Merger*

*I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.*

*Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A*

*State of Formation and Names of Merging Entities:*

**MN: WINMARK CORPORATION**

**MN: GROW BIZ INTERNATIONAL, INC.**

*State of Formation and Name of Surviving Entity:*

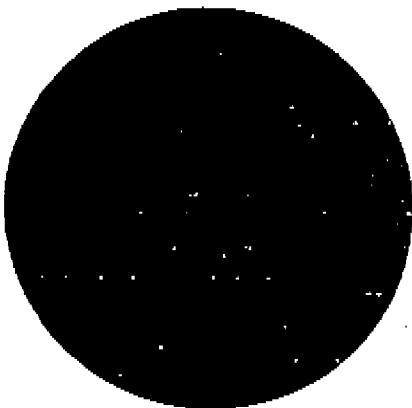
**MN: GROW BIZ INTERNATIONAL, INC.**

*Effective Date of Merger: November 19, 2001 @ 12:01a.m.*

*Name of Surviving Entity After Effective Date of Merger:*

**WINMARK CORPORATION**

*This certificate has been issued on: November 16, 2001.*



*Mary Kiffmeyer*  
Secretary of State.

52-841

**ARTICLES OF MERGER  
OF  
WINMARK CORPORATION  
INTO  
GROW BIZ INTERNATIONAL, INC.**

Pursuant to Sections 302A.621 of the Minnesota Business Corporation Act, the undersigned officer of Grow Biz International, Inc., a Minnesota corporation (the "Surviving Corporation"), which is the owner of all of the issued and outstanding shares of common stock, \$0.01 par value per share, of Winmark Corporation, a Minnesota corporation, (the "Subsidiary Corporation"), which is the only outstanding capital stock of Subsidiary Corporation, hereby executes and files these Articles of Merger.

**FIRST:** Attached hereto as Exhibit A is a copy of a Plan of Merger providing for the merger of the Subsidiary Corporation into the Surviving Corporation and, in connection therewith, to change the name of the Surviving Corporation to "Winmark Corporation."

**SECOND:** The Plan of Merger has been approved by the Surviving Corporation pursuant to Minnesota Statutes Chapter 302A, Section 302A.621.

**THIRD:** Subsidiary Corporation has outstanding 100 shares of common stock, \$0.01 par value, all of which are owned by the Surviving Corporation.

**FOURTH:** Upon the effective time of the merger, pursuant to Minnesota Statutes Chapter 302A, Section 302A.621, Subd.1, Article 1 of the Surviving Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of the corporation is "Winmark Corporation." ✓ L ✓

**FIFTH:** The Merger shall be effective at 12:01 a.m., Minneapolis Time, on November 19, 2001.

I certify that I am authorized to execute these Articles of Merger and I further certify that I understand that by signing these Articles of Merger I am subject to the penalties of perjury as set forth in Minnesota Statutes, Section 609.48, as if I had signed these Articles of Merger under oath.

Dated this 15<sup>th</sup> day of November, 2001.

Grow Biz International, Inc.

By John L. Morgan  
John L. Morgan  
Its Chief Executive Officer

ODMA\PCDOCS\FBDOCS\12579577\1

016333

1.1.1. RW-22042

**EXHIBIT A**

**PLAN OF MERGER  
OF  
WINMARK CORPORATION  
INTO  
GROW BIZ INTERNATIONAL, INC.**

1. Grow Biz International, Inc. (the "Surviving Corporation"), as the owner of all of the outstanding shares of Winmark Corporation (the "Subsidiary Corporation"), shall merge Subsidiary Corporation into the Surviving Corporation (the "Merger") in accordance with the provisions of Minnesota Statutes, Section 302A.621.

2. In connection with the Merger, the name of the Surviving Corporation shall be changed to "Winmark Corporation." *J*

3. In connection with the Merger, the Surviving Corporation shall assume all of the obligations of Subsidiary Corporation outstanding at the effective time of the Merger.

4. The shares of Subsidiary Corporation shall not be converted into shares of the Surviving Corporation but shall, at the effective time of the Merger, be surrendered and extinguished without payment of any cash or the delivery of any other consideration.

5. The merger shall be effective at 12:01 a.m., Minneapolis Time, on November 19, 2001.

::ODMA\PCDOCS\FBDOCS\12579577\1

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED *J*

NOV 16 2001

*Mary Hoffmeyer*  
Secretary of State

TRADEMARK

REEL: 002763 FRAME: 0826

# Merchant & Gould

An Intellectual Property Law Firm

3200 IDS Center  
80 South Eighth Street  
Minneapolis, Minnesota  
55402-2215 USA  
TEL 612.332.5300  
FAX 612.332.9081  
www.merchant-  
gould.com

A Professional Corporation

Fax Transmission | December 15, 2003

TO: Assignment Recordation Services  
Director of U.S. Patent and Trademark Office  
P.O. Box 1450  
Alexandria, VA 22313-1450

FROM: John A. Clifford

OUR REF: 10857.1US01 and  
10113.1US02

TELEPHONE: 612.336.4616

Total pages, including cover letter: 5

PTO FAX NUMBER 1-703-306-5995

If you do NOT receive all of the pages, please telephone us at 612.332.5300, or fax us at 612.332.9081.

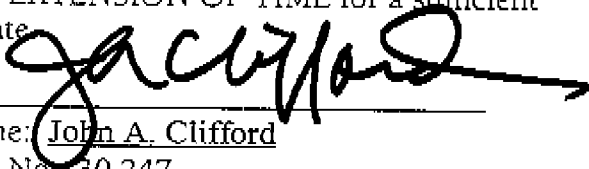
Title of Document Transmitted: Recordation Form Cover Sheet, Certificate of Merger, Articles of Merger, Exhibit A

Registrant: Winmark Corporation

Registration Nos.: 1,857,397 and 1,856,930

Our Ref. No.: 10857.1US01 and 10113.1US02

Please charge Deposit Account No. 13-2725 in the amount of \$65.00 for Assignment Recordation. Please charge any additional fees or credit overpayment to Deposit Account No. 13-2725. Please consider this a PETITION FOR EXTENSION OF TIME for a sufficient number of months to enter these papers, if appropriate.

By:   
Name: John A. Clifford  
Reg. No.: 30,247

I hereby certify that this paper is being transmitted by facsimile to the U.S. Patent and Trademark Office on the date shown below.

  
Signature

12-15-03  
Date