

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
F.A.O., Inc.	The Right Start, Inc.	09/10/2002	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	FAO, Inc.
Street Address:	2520 Renaissance Boulevard
City:	King of Prussia
State/Country:	PENNSYLVANIA
Postal Code:	19406
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 15		
Property Type	Number	Word Mark
Serial Number:	76228026	SILVER RATTLE CLUB
Registration Number:	2627252	R S
Registration Number:	2691944	RIGHTSTART.COM
Registration Number:	2694449	RIGHTSTART.COM
Serial Number:	75859574	RIGHT START
Registration Number:	2523839	THE RIGHT START BABIES TO KIDS
Registration Number:	2521593	THE RIGHT START
Registration Number:	2337557	BABIES TO KIDS
Registration Number:	2286506	SPLASH DIAPER
Registration Number:	2157378	THE RIGHT START
Registration Number:	2368955	THE RIGHT START
Registration Number:	2173433	THE RIGHT START
Registration Number:	2166244	THE RIGHT START
Registration Number:	1917940	THE RIGHT START
Registration Number:	1918619	THE RIGHT START

OP \$390.00 76228026

CORRESPONDENCE DATA

Fax Number: (805)564-8262
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 805-965-4400
Email: Kurt@incip.com
Correspondent Name: Kurt Koenig
Address Line 1: 220 East Figueroa Street
Address Line 4: Santa Barbara, CALIFORNIA 93101

ATTORNEY DOCKET NUMBER:	2452
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NAME OF SUBMITTER:	Kurt Koenig
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Total Attachments: 7 source=MERGER#page1.tif source=MERGER2#page1.tif source=MERGER3#page1.tif source=MERGER4#page1.tif source=MERGER5#page1.tif source=MERGER6#page1.tif source=MERGER7#page1.tif

Delaware

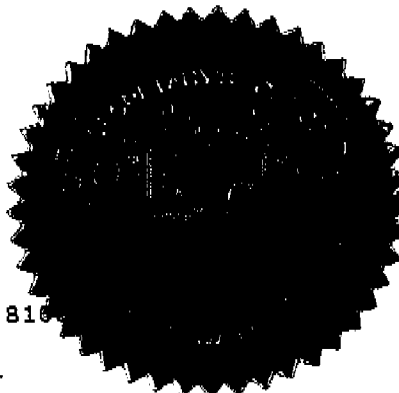
PAGE 1

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:

"F.A.O., INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "FAO, INC." UNDER THE NAME OF "FAO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3506954 816

AUTHENTICATION: 2395206

030281441

DATE: 05-01-03

TRADEMARK
REEL: 002782 FRAME: 0452

CERTIFICATE OF MERGER

of

F.A.O., INC.
(fka The Right Start, Inc.)

into

FAO, INC.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/10/2002
020563221 - 3506954

**Pursuant to Section 252(c) of the
State of Delaware General Corporation Law**

The undersigned, being the surviving corporation, hereby sets forth as follows:

- FIRST:** The name of the surviving corporation is "FAO, Inc."; its state of incorporation is Delaware.
- SECOND:** The name of the non-surviving corporation is "F.A.O., Inc."; its state of incorporation is California.
- THIRD:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252 of the State of Delaware General Corporation Law.
- FOURTH:** The name of the surviving corporation shall be "FAO, Inc."
- FIFTH:** The Certificate of Incorporation of the surviving corporation, attached hereto as Exhibit A, shall be its Certificate of Incorporation.
- SIXTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving corporation; the address of said principal place of business is as follows: 2520 Renaissance Boulevard, King of Prussia, PA 19406.
- SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving corporation, on request and without cost, to any stockholder of F.A.O., Inc. or FAO, Inc.
- EIGHTH:** The authorized capital stock of F.A.O., Inc. was seventy-five million (75,000,000) shares of Common Stock, without par value, and two-hundred fifty thousand (250,000) shares of Preferred Stock.

IN WITNESS WHEREOF, this certificate is hereby executed the 10th day of September, 2002.

2002

FAO, Inc.


By: 
Jerry R. Welch,
President and Chief Executive Officer

EXHIBIT A

**CERTIFICATE OF INCORPORATION
OF
FAO, INC.**

FIRST. The name of the Corporation is FAO, Inc.

SECOND. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the General Corporation Law of the State of Delaware.

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

FOURTH (a) The Corporation shall indemnify each person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law. The Corporation may indemnify each person who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law.

(a) A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended.

(b) If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

FIFTH. In addition to the powers and authority herein before or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the Delaware General Corporation Law, this certificate of incorporation, and the bylaws of the Corporation.

SIXTH. The Corporation is authorized to issue two classes of stock respectively designated as Common Stock (the "Common Stock") and Preferred Stock (the "Preferred Stock"). The total number of shares of Common Stock which the Corporation shall have authority to issue is Seventy-Five Million (75,000,000), par value \$0.001 per share. The total number of shares of Preferred Stock which the Corporation shall have authority to issue is Two Hundred Fifty Thousand (250,000), par value \$0.001 per share.

(a) Common Stock. In addition to any rights, privileges or obligations provided by law, the Common Stock shall be entitled to the following:

(i) Dividends. Subject to the rights of the holders of Preferred Stock, if any, the holders of the Common Stock shall be entitled to the payment of dividends when and as declared by the Board of Directors out of funds legally available therefore and to receive other distributions from the Corporation when and as declared by the Board of Directors.

(ii) Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and liabilities of the Corporation and after holders of all Preferred Stock, if any, have received their full preferences and dividends (pursuant to the relevant Preferred Stock designations), the holders of shares of Common Stock shall be entitled to all remaining assets of the Corporation available for distribution to its shareholders.

(iii) Voting Rights. Except as may be otherwise provided by law or in a Preferred Stock designation, the holders of the Common Stock shall have the right to elect all members of the Board of Directors.

(b) Preferred Stock. The Board of Directors of the Corporation is hereby authorized at any time and from time to time to create and provide for the issuance of shares of Preferred Stock in one or more series and to fix, from time to time, the relative rights, preferences, privileges and restrictions granted to or imposed upon any unissued series of Preferred Stock. The authority of the Board of Directors of the Corporation with respect to each series of Preferred Stock shall include, without limiting the generality of the foregoing, the determination of the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series.

SEVENTH. In furtherance, and not in limitation, of the powers conferred by law, the Board of Directors is expressly authorized and empowered to adopt, amend or repeal the Bylaws of the Corporation, provided, however, that any Bylaws adopted by the Board of Directors under the powers hereby conferred may be amended or repealed by the Board of Directors or by the stockholders having voting power with respect thereto; and the Corporation may in its Bylaws confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by law.

EIGHTH. The Corporation hereby elects in this, its original certificate of incorporation, not to be governed by Section 203 of the General Corporation Law of the State of Delaware.