

RECORDATION FORM COVER SHEET		U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
FORM PTO-1594 (Rev. 6/03)		5421
CAUTION No. 0651-0011 (exp. 4/04) Tab settings		TRADEMARKS ONLY
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
<p>1. Name of conveying party(ies): RC Erd, Inc.</p> <p><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 of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: _____ <u>RC2 Brands, Inc.</u> Internal Address: _____ Street Address: <u>P.O. Box 500, Hwys. 136 & 20</u> City: <u>Dyersville</u> State: <u>IA</u> Zip: <u>52040-0550</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Delaware <input type="checkbox"/> Other _____</p> <p><small>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</small></p>	
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 24, 2003</u></p>		
4. Application number(s) or patent number(s):		
A. Trademark Application No.(s)	B. Trademark Registration No.(s) <u>1,861,036</u>	
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: _____ <u>Michele L. Dietz</u> Internal Address: <u>Suite 2100</u></p> <p>Street Address: <u>Reinhardt Boerner Van Deuren s.c.</u> <u>1000 North Water Street</u> City: <u>Milwaukee</u> State: <u>WI</u> Zip: <u>53202-3186</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>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 <input checked="" type="checkbox"/> Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.</p> <p>8. Deposit account number: <u>18-0882</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small></p>	
DO NOT USE THIS SPACE		
<p>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></p> <p style="text-align: center;"><u>Michele L. Dietz</u> <u>January 23, 2004</u> Name of Person Signing Signature Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: [3]</p>		
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$40.00 180882 1861036

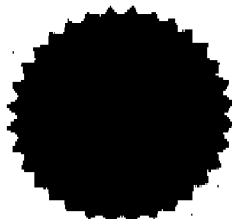
Delaware

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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 AMENDMENT OF "RC ERTL, INC.", CHANGING ITS NAME FROM "RC ERTL, INC." TO "RC2 BRANDS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2003, AT 1:46 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2503707

DATE: 06-30-03

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TRADEMARK
REEL: 002782 FRAME: 0794

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 02:20 PM 06/30/2003
 FILED 01:46 PM 06/30/2003
 SRV 030430756 - 2130250 FILE

CERTIFICATE OF AMENDMENT
 TO
 CERTIFICATE OF INCORPORATION

RC ERTL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation has determined that it is advisable and in the best interests of the Corporation that the Certificate of Incorporation of the Corporation be amended by deleting the current text of section FIRST thereof and substituting in lieu thereof the following:

FIRST: The name of the Corporation is RC2 Brands, Inc.

SECOND: That in accordance with section 228 of the General Corporation Law of the State of Delaware the holders of all of the issued and outstanding shares of capital stock of the Corporation have given written consent in favor of such amendment.

THIRD: That the foregoing amendment was duly adopted in accordance with the applicable provisions of section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Curtis W. Stoelting, Chief Executive Officer, on this 24th day of JUNE, 2003.

RC ERTL, INC.

BY


 Curtis W. Stoelting, Chief Executive
 Officer