

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Graco Children's Products, Inc.		06/23/1995	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Graco Children's Products Inc.		
Street Address:	Route 23 - Main Street		
City:	Elverson		
State/Country:	PENNSYLVANIA		
Postal Code:	19520		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0979325	UMBROLLER	
CORRESPONDENCE DATA			
Fax Number:	(312)258-5700		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	trademarks@schiffhardin.com		
Correspondent Name:	Jeanette S. Zimmer		
Address Line 1:	P.O. Box 06079		
Address Line 4:	Chicago, ILLINOIS 60606-0079		
ATTORNEY DOCKET NUMBER:	40808-0000		
NAME OF SUBMITTER:	Peggy L. McBride		
Total Attachments: 3			
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OP \$40.00 0979325

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"GRACO CHILDREN'S PRODUCTS, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "GCP ACQUISITION INC." UNDER THE NAME OF "GRACO CHILDREN'S PRODUCTS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JUNE, A.D. 1995, AT 11 O'CLOCK A.M.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 7550992
DATE: 7/11/95
SERIAL: 1352 FRAME: 0043

CERTIFICATE OF MERGER
OF
GRACO CHILDREN'S PRODUCTS, INC.
INTO
GCP ACQUISITION INC.

Pursuant to Section 252 of the
General Corporation Law of the State of Delaware

GCP Acquisition Inc., a Delaware corporation, does hereby certify:

1. The name and state of incorporation of each of the constituent corporations is as follows:

Name	State of Incorporation
Graco Children's Products, Inc.	Pennsylvania
GCP Acquisition Inc.	Delaware

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

3. GCP Acquisition Inc. shall be the surviving corporation of the merger, provided, however, that pursuant to the agreement of merger and upon its effectiveness, the name of GCP Acquisition Inc. shall become Graco Children's Products Inc.

4. The certificate of incorporation of GCP Acquisition Inc., which shall be the surviving corporation, shall be the certificate of incorporation of the surviving corporation, except that, pursuant to the agreement of merger and upon its effectiveness, section 1 of the surviving

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corporation's certificate of incorporation shall be amended and restated to read: "The name of the corporation is Graco Children's Products Inc."

5. The executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the surviving corporation's principal place of business is Route 23 - Main Street, Elverson, Pennsylvania 19520.

6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

7. The authorized capital of Graco Children's Products, Inc. consists of one hundred thousand (100,000) shares of no par, Class A common voting stock and two hundred thousand (200,000) shares of no par, Class B common nonvoting stock.

Dated: June 23 1995

GCP ACQUISITION INC.

By: *[Signature]*
Name: *[Signature]*
Title: Vice President

RECORDED: 06/26/1995

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