

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** 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):
James Industries, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Pennsylvania
 Other _____

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

2. Name and address of receiving party(ies)
Name: Poof-Slinky, Inc.

Internal Address: _____

Street Address: 45400 Helm Street P.O. Box 701394

City: Plymouth State: MI Zip: 48170

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Michigan
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 11-17-2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) See Schedule A

Additional number(s) attached Yes No

B. Trademark Registration No.(s) See Schedule A

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

Internal Address: _____

Street Address: HOWSON AND HOWSON
Spring House Corporate Center, Box 457

City: Spring House State: PA Zip: 19477

6. Total number of applications and registrations involved: 42

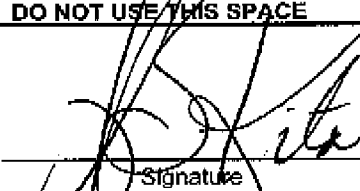
7. Total fee (37 CFR 3.41).....\$ 1065.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
08-3040

DO NOT USE THIS SPACE

9. Signature.
Stanley B. Kita
 Name of Person Signing


 Signature

3/23/04
 Date

Total number of pages including cover sheet, attachments, and document: 6

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

CERTIFICATE OF FACSIMILE TRANSMISSION UNDER CFR 1.8(a)
 I hereby certify that this correspondence is being facsimile transmitted to the United States Patent & Trademark Office, Division on 3-23-04
 Signature Reel 002818 FRAME: 0209

CH \$1066.00 083040 76614263

SCHEDULE A

| <u>Registration No.</u> | <u>Mark</u> | <u>REG. DATE</u> |
|--------------------------------|-------------------------|-------------------------|
| 1,288,807 | ARITH-MAGIC | August 7, 1984 |
| 2,392,367 | CLIP BUDDY | October 3, 2000 |
| 1,363,424 | CRAZY EYES | October 1, 1985 |
| 1,017,029 | FORM-A-TIONS | July 29, 1975 |
| 2,402,881 | GEOMETRIC DESIGN | November 7, 2000 |
| 1,023,848 | JI-GAN-TIKS | October 28, 1975 |
| 1,706,951 | MINILABS | August 11, 1992 |
| 2,269,099 | MINILABS | August 10, 1999 |
| 1,428,607 | MOLI-Q'S | February 10, 1987 |
| 1,137,993 | ORIGINAL PLASTIC SLINKY | July 22, 1980 |
| 2,388,788 | PETSCOTS | September 19, 2000 |
| 2,165,234 | PLAYGROUND SCIENCE | June 16, 1998 |
| 2,019,682 | POP-TOOB | November 26, 1996 |
| 942,313 | RINGA-MAJIGS & Design | September 5, 1972 |
| 1,455,493 | SLINKY | September 1, 1987 |
| 1,394,825 | SLINKY | May 27, 1986 |
| 2,162,682 | SLINKY | June 2, 1998 |
| 2,534,216 | SLINKY | January 29, 2002 |
| 2,701,214 | SLINKY | March 25, 2003 |
| 2,741,708 | SLINKY | July 29, 2003 |
| 427,951 | SLINKY & Design | March 4, 1947 |

| <u>Registration No.</u> | <u>Mark</u> | <u>REG. DATE</u> |
|-------------------------|----------------------|------------------|
| 1,434,846 | SLINKY C-RINGS | March 31, 1987 |
| 2,265,735 | SLINKY PETS | July 27, 1999 |
| 1,180,355 | SLINKY PLAYSHAPES | December 1, 1981 |
| 2,730,148 | SLINKY SCIENCE | June 24, 2003 |
| 1,276,398 | SLINKY TRIANGLES | May 1, 1984 |
| 961,945 | SPIN WHEELS | June 26, 1973 |
| 938,678 | TOWER IFICS & Design | July 25, 1972 |

| <u>Application No.</u> | <u>Mark</u> | <u>FILING DATE</u> |
|------------------------|-------------------------|--------------------|
| 76/514,263 | CASINO ROYALE | May 13, 2003 |
| 76/525,195 | DELUXE TAP 'N' TEE GOLF | June 24, 2003 |
| 76/513,717 | HOVER BLASTER | May 13, 2003 |
| 76/562,252 | HOWDY DOODY | November 28, 2003 |
| 76/502,836 | IDEAL | April 1, 2003 |
| 76/502,844 | IDEAL TOY | April 1, 2003 |
| 76/502,665 | IDEAL TOY and Design | April 1, 2003 |
| 76/502,837 | POPPIN' HOPPIES | April 1, 2003 |
| 78/096,035 | RACK 'N'ROLL BOWL | November 30, 2001 |
| 76/524,897 | ROCK 'N' JOCKEY DERBY | June 24, 2003 |
| 76/514,262 | ROCK 'N'POCKET POOL | May 13, 2003 |
| 76/445,428 | SLINKY | August 30, 2002 |
| 76/524,896 | SURE SHOT | June 24, 2003 |
| 76/480,295 | WACKY WHEEL | January 6, 2003 |

BCS/CD-551 (Rev. 04/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES

(FOR BUREAU USE ONLY)

FILED

DEC 29 2003

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Trans Info#1 8786942-1 12/01/03
CAMS# 029314 Amt: \$50.00
ID: 457131

Administrator
BUREAU OF COMMERCIAL SERVICES

Name
Christopher C. Maeso, Esq. c/o Miro Weiner & Kramer

Address
38500 Woodward Avenue, Suite 100

City State Zip Code
Bloomfield Hills, Michigan 48304

EFFECTIVE DATE:
Expiration date for new assumed names: December 31,
Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

Poof Products, Inc.

457131

James Industries, Inc. (PA corp)

b. The name of the surviving corporation and its identification number is:

Poof Products, Inc.

457131

c. For each subsidiary corporation, state:

| Name of corporation | Number of outstanding shares in each class | Number of shares owned by the parent corporation in each class |
|------------------------|--|--|
| James Industries, Inc. | 50 shares of Common Stock | 50 shares of Common Stock |
| | | |
| | | |
| | | |
| | | |

TRADEMARK

d. The manner and basis of converting the shares of each constituent corporation is as follows:

Each issued and outstanding share of James Industries, Inc. immediately prior to the effective date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

ARTICLE I SHALL BE AMENDED AS FOLLOWS:

"I. The name of the corporation is Poof-Slinky, Inc."

f. Other provisions with respect to the merger are as follows:

TRADEMARK

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2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable)

~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~

4. (Delete if not applicable)

~~The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)~~

5. (Complete only if an effective date is desired other than the date of filing)

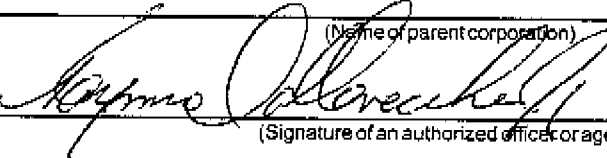
The merger shall be effective on the 31st day of December, 2003

Signed this 17th day of November, 2003

Poof Products, Inc.

(Name of parent corporation)

By



(Signature of an authorized officer or agent)

Raymo Dallavecchia, Jr., President

(Type or Print Name)