

Form PTO-1594 (Rev. 10/02)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

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

1. Name of conveying party(ies): Baby Think It Over, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State California [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Baby Think It Over, Inc. Internal Address: Street Address: 2709 Mondovi Rd City: Eau Claire State: WI Zip: 54701 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Wisconsin [] 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 [x] No

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 12/17/1996

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,220,785; 2,106,942; 1,989,987 Additional number(s) attached [] Yes [x] No

6. Total number of applications and registrations involved: 3

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Sherrill Law Offices, PLLC Internal Address: Suite 212 Street Address: 4756 Banning Ave City: White Bear Lake State: MN Zip: 55110

7. Total fee (37 CFR 3.41).....\$ 90 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 19-2020

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9. Signature. Elizabeth D. Lewen Name of Person Signing

Elizabeth D. Lewen Signature

April 6, 2004 Date

Total number of pages including cover sheet, attachments, and document: 5 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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96 DEC 23 P 6:05 ARTICLES OF MERGER Domestic and Foreign Stock (For Profit) Corporations

These Articles of Merger are executed by the undersigned surviving corporation pursuant to §180.1105 of the Wisconsin Business Corporation Law and applicable California Corporations Code:

I. The name of the merging (non-surviving) California corporation is:

BABY THINK IT OVER, INC.

II. The name of the surviving Wisconsin corporation is:

Baby Think It Over, Inc.

III. The Plan of Merger adopted by the surviving and non-surviving corporation is attached hereto as Exhibit A.

IV. The Plan of Merger attached hereto was approved unanimously in writing by the Board of Directors and shareholders of each corporation that is a party to the merger in accordance with §180.1103 of the Wisconsin Statutes and is also in accordance with the California Corporations Code.

Executed by the president of both corporations to this merger this 17th day of December, 1996.

BABY THINK IN OVER, INC. a California corporation

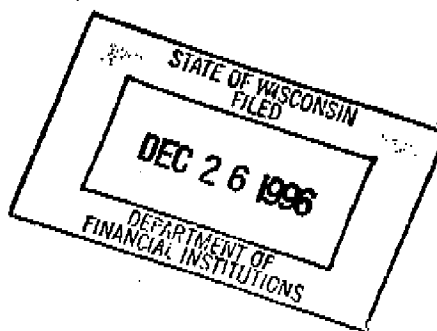
Baby Think It Over, Inc. a Wisconsin corporation

Mary M. Jurmain Mary M. Jurmain, President

Mary M. Jurmain Mary M. Jurmain, President

This instrument drafted by:

Attorney G. Scott Nicastro Weld, Riley, Prens & Ricci, S.C. 4330 Golf Terrace, Suite 205 P.O. Box 1030 Eau Claire, WI 54702-1030



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**PLAN OF MERGER
EXHIBIT A**

I. The merging (non-surviving) corporation: **BABY THINK IT OVER, INC.**, a California corporation.

II. The surviving corporation: **Baby Think It Over, Inc.**, a Wisconsin corporation.

III. Terms and conditions of the merger:

A. The effective date of this merger shall be 12:01 a.m. on January 1, 1997, and as of such date **BABY THINK IT OVER, INC.**, a California corporation, shall cease to exist as a separate corporation, having been merged into and becoming part of **Baby Think It Over, Inc.**, a Wisconsin corporation (surviving corporation) which shall be the name of the surviving corporation.

B. On the effective date of the merger, **Baby Think It Over, Inc.**, a Wisconsin corporation, the surviving corporation, shall possess all of the rights, privileges, powers, franchises and all and every other interest shall be thereafter as effectively the property of the surviving corporation as they were on the respective separate corporations. The Articles of Incorporation and the Bylaws, each as amended, of **Baby Think It Over, Inc.**, shall remain in effect, unaltered as the Articles of Incorporation and Bylaws of the surviving corporation and the duly qualified and acting directors and officers of **Baby Think It Over, Inc.**, immediately prior to the time when the merger becomes effective shall remain the directors and officers of the surviving corporation. All the rights of creditors and all liens upon any property of either of the corporations shall be preserved, unimpaired, and all debts, liabilities and duties of the respective corporations shall attach to the surviving corporation and may be enforced against it to the same extent as if such debt, liability and duty had been incurred or contracted by the surviving corporation. On the effective date of the merger, **BABY THINK IT OVER, INC.**, shall cease to exist and shall be merged with and into **Baby Think It Over, Inc.**, in accordance with the provisions of Wisconsin Statutes and California Corporations code.

IV. The manner and basis of converting the shares of the non-surviving corporation into shares of the surviving corporation is as follows:

Every ten (10) shares of common stock, no par value, of **BABY THINK IT OVER, INC.**, a California corporation, shall be exchanged for 1 share of outstanding common stock of **Baby Think It Over, Inc.**, a Wisconsin corporation, as of the effective date of the merger and, upon completion of the merger, there shall be no shares of capital stock of any form outstanding of **BABY THINK IT OVER, INC.**, a California corporation.

As of the effective date of the merger there shall be no issued or outstanding shares of preferred stock of either corporation issued or outstanding.

V. The merger provided for herein may be abandoned by vote of the Board of Directors of both corporations at any time prior to the effective date of the merger. The surviving corporation reserves the right, after the effective date of the merger, to amend, alter, change or repeal any provision contained in its Articles of Incorporation or its Bylaws as in existence from time to time and any provision contained in this Plan of Merger in a manner consistent with the intent of the parties, all as authorized by Wisconsin and California or by the Articles of Incorporation or Bylaws of the surviving corporation.

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