

4-8-03 REC

09-26-2003



102693245

To the Honorable Commissioner of Patents _____, all documents or copy thereof.

1. Name of conveying party(ies):

GT Merchandising & Licensing Corp.

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: February 6, 2003

2. Name and address of receiving party(ies)

Name: GT Merchandising & Licensing LLC

Internal

Address: _____

Street Address: 16 East 40th Street

City: New York State: NY Zip: 10016

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

Other limited liability company

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Karen Charal Gross

Internal Address: GT Merchandising & Licensing LLC

Street Address: 16 East 40th Street

City: New York State: NY Zip: 10016

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 790.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502604

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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.

Karen Charal Gross

Name of Person Signing

Karen Charal Gross
Signature

04/02/03
Date

Total number of pages including cover sheet, attachments, and document: 8

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

04/09/2003 ECOMPER 00000176 502604 2007652

01 FC:0521 40.00 CH
02 FC:0522 750.00 CH

CONVEYING PARTY: GT MERCHANDISING & LICENSING CORP.
RECEIVING PARTY: GT MERCHANDISING & LICENSING LLC

Trademarks

Registration Numbers

Healthmax	2,087,652
Fitmax	2,118,502
Copa and design	2,148,554
Copa	2,150,068
Short Cuts	2,186,488
Greatest Heroes & Legends of the Bible	2,336,886
Aloe Cleanse	2,481,025
Walk Away the Pounds	2,618,871
Walk Away	2,632,998

CONVEYING PARTY: GT MERCHANDISING & LICENSING CORP.
RECEIVING PARTY: GT MERCHANDISING & LICENSING LLC

<u>Trademarks</u>	<u>Serial Numbers</u>
Calorie Killer	75/661,163
Copa	76/196,275
Copa	76/196,279
Places of Faith	76/135,539
Places of Faith	76/135,540
Walk Away the Pounds	76/199,693
Cool Weights	76/236,381
T-Bolt & design	76/277,678
Feel the Flow	76/319,143
Frozen Fire	76/363,400
Skin Salon Gold	76/389,033
Walk Strong	76/443,500
Walk Strong	76/446,717
Walk Away the Pounds	76/446,718
The Stretchie	76/455,226
Gold Circle Club	76/469,312
Pump Up the Circuit	76/479,675
Work the Circuit	76/479,676

CONVEYING PARTY: GT MERCHANDISING & LICENSING CORP.
RECEIVING PARTY: GT MERCHANDISING & LICENSING LLC

Trademarks

Serial Numbers

Ignite Your Body

76/479,677

Rock the Circuit

76/479,678

Circuit Buster

76/479,936

Ignite the Circuit

76/479,949

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned executed the following Certificate of Merger:

FIRST: The name of the limited liability company is GT Brands Acquisition II LLC, a Delaware limited liability company, and the name of the corporation being merged into this surviving limited liability company is GT Merchandising & Licensing Corp., a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the limited liability company is GT Brands Acquisition II LLC. It will be amended to GT Merchandising & Licensing LLC.

FOURTH: The merger is to become effective on February 6, 2003.

FIFTH: The Agreement of Merger is on file at 16 East 40th Street, New York, New York 10016, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or stockholder of the merging corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger of Domestic Corporation and Limited Liability Company on the 6th day of February, A.D. 2003.

GT BRANDS ACQUISITION II LLC

By: **GT Brands LLC**, its sole member

By: **GT Brands Holdings LLC**, its sole member

By: _____

Name: **Peter R. Ezerzsky**

Title: **Manager**

Delaware

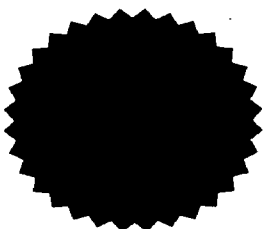
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The First State

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 MERGER, WHICH MERGES:

"GT MERCHANDISING & LICENSING CORP.", A DELAWARE CORPORATION,

WITH AND INTO "GT BRANDS ACQUISITION II LLC" UNDER THE NAME OF "GT MERCHANDISING & LICENSING LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF FEBRUARY, A.D. 2003, AT 4 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2276071

3541842 8100M

030123903

DATE: 02-26-03

RECORDED: 04/08/2003

TRADEMARK
REEL: 002832 FRAME: 0148