

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

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):

Toy Acquisition Corp.

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

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

3. Nature of conveyance:

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

Execution Date: 5/10/04

2. Name and address of receiving party(ies)

Name: eToys Direct, Inc.

Internal

Address:

Street Address: 120 West 45th Street

City: New York State: NY Zip: 10036

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

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

A. Trademark Application No.(s) 76/037,237;
76/037,234; 76/037,229; 76/037,050;

B. Trademark Registration No.(s) 2,590,410;
2,436,417; 2,806,036; 2,327,905;

Additional number(s) attached Yes No

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

Name: Michael K. Cantwell, Esq

Internal Address: Willkie Farr & Gallagher LLP

Street Address: 787 Seventh Avenue

City: New York State: NY Zip: 10019-6099

6. Total number of applications and registrations involved:

23

7. Total fee (37 CFR 3.41).....\$ 590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-2405

DO NOT USE THIS SPACE

9. Signature.

Michael K. Cantwell

Name of Person Signing

Signature

May 12, 2004

Date

Total number of pages including cover sheet, attachments, and document: 3

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

CH \$690.00 232405 76037237

Continuation of Item 4A

75/842,092

75/842,090

75/842,089

75/842,091

Continuation of Item 4B

2,191,558

2,364,147

2,368,677

2,436,709

2,495,094

2,497,175

2,397,916

2,239,000

2,304,854

2,397,905

2,458,457

Delaware

PAGE 1

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 "TOY ACQUISITION CORP.", CHANGING ITS NAME FROM "TOY ACQUISITION CORP." TO "ETOYS DIRECT, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF MAY, A.D. 2004, AT 7:06 O'CLOCK P.M.

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

3761668 8100

040340478



Harriet Smith Windsor
HARRIET SMITH WINDSOR, Secretary of State

DATE: 05-10-04

TRADEMARK

REEL: 002852 FRAME: 0453

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TOY ACQUISITION CORP.

Pursuant to Section 242 of the General Corporation Law

Toy Acquisition Corp., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation's Certificate of Incorporation was filed on February 5, 2004 with the Secretary of State of the State of Delaware (the "Secretary"), and a Certificate of Amendment of the Corporation's Certificate of Incorporation was filed with the Secretary on May 10, 2004.

SECOND: That the amendment effected hereby was duly authorized in accordance with the provisions of Section 242 of the Delaware General Corporation Law (the "DGCL") and shall be executed, acknowledged and filed in accordance with Section 103 of the DGCL.

THIRD: That the Corporation's Certificate of Incorporation is hereby further amended by deleting Article I thereof in its entirety and inserting in lieu thereof the following:

"ARTICLE I.

The name of the corporation (the "Corporation") is eToyz Direct, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer on this 10th day of May, 2004.

By: Max Holmes
Max Holmes
Authorized Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:03 PM 05/10/2004
FILED 07:06 PM 05/10/2004
SRV 040340478 - 3761668 FILE

Schedule A

Trademarks and Service Marks and Applications and Registrations Therefor

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Goods and Services
EKIDS	(76/037,237) allowed	(4/28/00)	"providing electronic mail and messaging services via a global computer network; providing multiple-user access to a global computer network"
EKIDS	(76/037,234) publication for opposition pending	(4/28/00)	"providing information about music, audio, video, television, motion pictures, games and sports via a global computer network; publication of electronic books and journals on-line"
EKIDS	(76/037,229) publication for opposition pending	(4/28/00)	"dissemination of advertising for goods and services of others via an on-line electronic communications network; online retail store services featuring a wide variety of goods and services of others via a global computer network; auctioneering services; promoting the sale of goods and services of others through postings via the global computer network; computerized on-line ordering featuring general merchandise and general consumer goods"
EKIDS	(76/037,050) publication for opposition pending	(4/28/00)	"providing a wide variety of general interest information and on-line links via a global computer network, including entertainment, finance, shopping, auctions, news, technology, sports, games, reference, education, the arts, travel, weather, real estate, food and health; computer services, namely, providing search engines for

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Goods and Services
			locating information, resources, the websites of others on a global computer network; providing a wide range of general interest information via a global computer network; and providing electronic greeting cards via a global computer network"
EKID	2,590,410	7/9/02	"entertainment services for children, namely, providing information for children on the topic of sports and recreation via a global computer network" and "providing information for children on the topic of safety via a global computer network"
PLAY@ETOYS	(75/842,092) allowed	11/5/99	"entertainment services, namely, providing interactive and arcade games via a global computer network"
PLAY AT ETOYS	(75/842,090) allowed	11/5/99	"entertainment services, namely, providing interactive and arcade games via a global computer network"
ETOYS	(75/842,089) allowed	11/5/99	"entertainment services, namely, providing interactive and arcade games via a global computer network"
EKIDS	2,436,417	3/20/01	"clothing, namely, t-shirts"
ETOYS	2,806,036	1/20/04	"importation and distributorship services in the area of toys"
E-KIDZ	2,327,905	3/14/00	"children's clothing, namely, tops"
ETOYS	2,191,558	9/22/98	"online retail services for toys and games"
ETOYS.COM (stylized)-	501578	expires 4/3/2012	"services in the field of online for

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Goods and Services
Switzerland Trademark			games, toys and playthings"
MISCELLANEO US DESIGN (MAGNIFYING GLASS)	2,364,147	7/04/00	"computerized on-line retail services in the field of toys, games and playthings"
SURPRISE OF THE DAY	2,368,677	7/18/00	"on-line retail store services featuring toys, video games, software, videos and collectibles"
THE PLACE TO PLAY ONLINE	(75/842,091)	(11/5/99)	"entertainment services, namely, providing interactive and arcade games via a global computer network"
THE SOFTWARE LOUNGE	2,436,709	3/20/01	"proving on-line electronic bulletin boards for transmission of messages among computer users concerning software"
THE TOY MOM	2,495,094	10/9/01	"on-line retail store services featuring toys, video games, software, videos and collectibles"
TINA THE TOY MOM	2,497,175	10/9/01	"on-line retail store services featuring toys, video games, software, videos and collectibles"
TODAY'S SPOTLIGHT	2,397,916	10/24/00	"on-line retail store services featuring toys, video games, computer software, videos and collectibles over a global computer network"
TOY SEARCH	2,239,000	4/13/99	"computerized on-line retail services in the field of toys, games and playthings"
WE BRING THE TOY STORE TO YOU	2,304,854	12/28/99	"on-line retail services in the field of toys, games and playthings on a global computer network"

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Goods and Services
WEEKEND SPOTLIGHT	2,397,905	10/24/00	"on-line retail store services featuring toys, video games, computer software, videos and collectibles over a global computer network"
WE GET TOYS	2,458,457	6/5/01	"on-line retail store services featuring toys, video games, computer software, videos and collectibles over a global computer network"
WE GET TOYS Canada Trademark	TMA 567,685	9/16/02	"retail sales of toys, video games, computer software, videos, and collectibles over a global computer network"

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