

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ideavillage, LLC		12/31/2002	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	ideavillage products corp.
Street Address:	21 Law Drive
City:	Fairfield
State/Country:	NEW JERSEY
Postal Code:	07004
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2718272	HD VISION
Registration Number:	2815720	GRIP SOCKET
Serial Number:	78095519	GRIP WRENCH
Registration Number:	2563490	EDGEMASTER
Serial Number:	76090648	FISH TALES
Registration Number:	2429742	AUTOPILOT
Registration Number:	2483452	IDEAVILLAGE.COM
Registration Number:	2395616	ROCKET TOPS
Registration Number:	2493313	IDEA VILLAGE

CORRESPONDENCE DATA

Fax Number: (212)292-5391
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 1-212-292 5390
 Email: mail@ipcounselors.com
 Correspondent Name: Epstein Drangel Bazerman & James, LLP

OP \$240.00 2718272

Address Line 1: 60 East 42nd Street, Suite 820,
Address Line 4: New York, NEW YORK 10165

ATTORNEY DOCKET NUMBER:

1111-071US

NAME OF SUBMITTER:

Jason M. Drangel

Total Attachments: 4

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FILED
JUN 10 2004
State of New Jersey

CERTIFICATE OF MERGER
OF
ideavillage, LLC
INTO
ideavillage products corp.

Pursuant to the provisions of Section 14A:10-1 et seq. of the New Jersey Business Corporation Act and Section 42:2B-20 of the New Jersey Limited Liability Company Act, the undersigned entities adopt the following Certificate of Merger for the purposes of merging ideavillage, LLC into ideavillage products corp.

1. The names of the entities proposing to merge and the names of the states under the laws of which such entities are organized are as follows:

<u>NAME OF ENTITY</u>	<u>STATE OF ORGANIZATION</u>
ideavillage, LLC	New Jersey
ideavillage products corp.	New Jersey

2. The Plan of Merger (the "Agreement"), a copy of which is attached hereto as Exhibit A, was approved by the Board of Directors of ideavillage products corp. and by the members of ideavillage, LLC in a manner prescribed by the New Jersey Business Corporation Act and the New Jersey Limited Liability Company Act.

3. The name of the surviving entity shall be ideavillage products corp.

4. As to each of the undersigned entities, the number of outstanding shares and units, the designation thereof and the number of shares and units voted for and against such Agreement are as follows:

Name of Entity	Number of Outstanding Units	Number of Outstanding Shares	Designation of Class	For the Plan	Against the Plan
ideavillage, LLC	100		Ordinary	100	0
ideavillage products corp.		100	Common	100	0

5. For purposes hereof, the effective date of the merger shall be the date on which this document is recorded in the Office of the Department of Treasury, Division of Revenue, State of New Jersey.

6. The Agreement is on file at the place of business of the surviving entity:


ideavillage products corp.
 21 Law Drive
 Fairfield, NJ 07004


7. A copy of the Agreement shall be furnished by the surviving entity, on request and without cost, to any member of the merged, domestic limited liability company, ideavillage, LLC, and to any stockholder of the surviving entity, ideavillage products corp.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of this 31st day of December, 2002.

ideavillage, LLC


ATTEST:


 David M. Epstein
 Secretary

By: 
 Anand Khubani
 Member

ideavillage products corp.

ATTEST:


 David M. Epstein
 Secretary

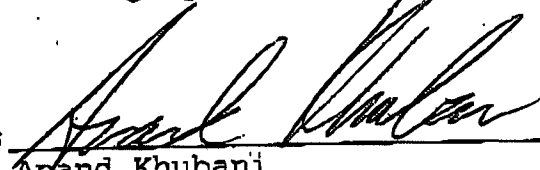
By: 
 Anand Khubani
 President

EXHIBIT A

Plan of Merger
of
ideavillage, L.L.C.
into
ideavillage products corp.

Pursuant to the provisions of the New Jersey Business Corporation Act, the following named entities hereby establish the following Plan of Merger.

1. The names of the entities proposing to merge are ideavillage, LLC and ideavillage products corp.

2. ideavillage, LLC proposes to merge into ideavillage products corp., which will be the surviving entity, such merger to qualify as an "A" reorganization under Section 368(a)1)(A) of the Internal Revenue Code.

3. The terms and conditions of the proposed merger are as follows:

(a) Upon the effective date of merger, the separate existence of ideavillage, LLC shall cease, and ideavillage products corp., the surviving entity, shall become the owner, without other transfer, of all of the rights and properties of the merging corporation, and the surviving entity shall become subject to all of the debts and liabilities of the merging entity in the same manner as if the surviving entity had itself incurred them.

(b) The stock ownership of the surviving entity shall be identical in names and interests to the ownership of the merged entity.

(c) The purposes, county where the principal office for the transaction of business shall be located, the number of directors, and the capital stock of the surviving entity shall be as appears in the Certificate of Incorporation of the surviving entity.


(d) The surviving entity shall pay the expenses of this merger.

4. After the effective date of merger, all of the issued and outstanding certificates for membership units of ideavillage, LLC shall be surrendered and cancelled.

5. The merging entity shall not, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan of Merger.

ideavillage, LLC


ATTEST:


DAVID M. EPSTEIN
Secretary

By: 
ANAND KHUBANI
Managing Member

ideavillage products corp.

ATTEST:


DAVID M. EPSTEIN
Secretary

By: 
ANAND KHUBANI
President