

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPI/V ACQUISITION CORP.		07/14/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	PLAY ALONG, INC.
Street Address:	22619 Pacific Coast Highway
City:	Malibu
State/Country:	CALIFORNIA
Postal Code:	90265
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2449878	PLAY ALONG
Registration Number:	2518795	AMERICAN CHAMPIONS
Serial Number:	78193444	MAD MAX
Serial Number:	78416709	CURLY Q'S

CORRESPONDENCE DATA

Fax Number: (212)752-4632
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-888-8200
 Email: lmiller@fkiwsb.com
 Correspondent Name: Feder, Kaszovitz, Isaacson, Weber, Skala
 Address Line 1: 750 Lexington Avenue
 Address Line 2: 23rd Floor
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	PLAYALONGASSIGNMENTSDBA
NAME OF SUBMITTER:	Larry Miller

CH \$115.00 2449878

Total Attachments: 1
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**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

JPI/V ACQUISITION CORP.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of _____
JPI/V ACQUISITION CORP.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

The name of the corporation shall be Play Along, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said JPI/V Acquisition Corp. _____

has caused this certificate to be signed by

Joel M. Bennett _____, an Authorized Officer,

this 14th day of July, 2004.

By:  _____

Authorized Officer

Title: Executive Vice-President and CFO

Name: Joel M. Bennett

Print or Type