

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PA Distribution, Inc.		06/10/2004	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: 1		
Property Type	Number	Word Mark
Serial Number:	78122325	CURLY Q

CORRESPONDENCE DATA	
Fax Number:	(212)752-4632
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
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:	CURLYQASSIGNMENTRECORD
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NAME OF SUBMITTER:	Larry Miller
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Total Attachments: 3
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CH \$40.00 78122325

ASSIGNMENT OF TRADEMARK

WHEREAS, PA Distribution, Inc., a Delaware corporation (hereinafter "Assignor"), has used the trademark in Schedule 1 hereto (hereinafter referred to as the "Mark"), registered or applied for in the United States Patent and Trademark Office as set forth below; and

WHEREAS, JPI/V ACQUISITION CORP., a Delaware corporation with its principal place of business at 22619 Pacific Coast Highway, Malibu, California 90265 (hereinafter "Assignee") is desirous of acquiring any and all rights that Assignor may have in and to the Mark and the registration therefor, together with the goodwill of the business in connection with which the Mark is used and which is symbolized by the Mark, along with the right to recover for damages and profits for past infringements thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the Mark and the registration therefor for the United States and throughout the world together with the goodwill of the business in connection with which the Mark is used and which is symbolized by the Mark, along with the right to recover for damages and profits for past infringements thereof. Assignor agrees to execute and deliver at the request of the assignee, all papers, instruments and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all Assignor's rights, title, and interest in and to the Mark in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

IN WITNESS WHEREOF, the parties intending to be legally bound, have cause this Agreement to be duly executed.

PA Distribution, Inc.

By 

Title S.V.P.

Date: June 10, 2004

JPI/V ACQUISITION CORP.

By 

Title C.F.O.

Date: June 10, 2004

SCHEDULE 1

CURLY Q

Country Status	Registration/ Application No.	Registrant/ Applicant	Filing Date
US Pending*	78122325	PA Distribution, Inc.	04/17/2002

*Petition to revive and Allegation of Use filed.

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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