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04-28-2004



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Take settings

To the Honorable Commissioner of Patent

102731437

Attached original documents or copy thereof.

426001

1. Name of conveying party(ies):

NEOTOY PARTNERSHIP

- 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 Articles of Organization
- Merger
- Change of Name

Execution Date: 3/1/04

2. Name and address of receiving party(ies):

Name: NEOTOY LLC.

Internal Address: _____

Street Address: 3 Sunset Court

City: Hawthorn Woods State: IL ZIP: 60047

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

B. Trademark registration No.(s)

1,907,790
1,940,209
2,145,691

Additional numbers attached? Yes No

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

Name: Pyle & Piontek

Internal Address: Suite 850

Street Address: 221 N. LaSalle Street

City: Chicago State: il ZIP: 60601

6. Total number of applications and registrations involved: _____

3

7. Total fee (37 CFR 3.41):..... \$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

10-1324

(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.

Michael Piontek

Name of Person Signing

Michael Piontek

Signature

4/20/04

Date

Total number of pages comprising cover sheet: _____

04/27/2004 RECEIVED 0000068 101 26 1907790 40.00 BA 50.00 BA 01 FD#521 09-FD#522

TRADEMARK

REEL: 002954 FRAME: 0057

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 351, Howlett Building
Springfield, IL 62756
http://www.cyberdriveillinois.com

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to Secretary of State.

**Illinois
Limited Liability Company Act
Articles of Organization**

SUBMIT IN DUPLICATE
Must be typewritten

This space for use by Secretary of State

Date 03-01-2004
Assigned File # 01127403
Filing Fee \$500.00
Approved: ZB

This space for use by
Secretary of State

FILED

MAR 01 2004

**JESSE WHITE
SECRETARY OF STATE**

1. Limited Liability Company Name: NeoToy, LLC ZB

(The LLC name must contain the words limited liability company, L.L.C. or LLC and cannot contain the terms corporation, corp., incorporated, inc., ltd., co., limited partnership, or L.P.)

2. The address of its principal place of business: (Post office box alone and c/o are unacceptable.)
3 Sunset Court

Hawthorn Woods, IL 60047

3. The Articles of Organization are effective on: (Check one)

a) the filing date, or b) _____ another date later than but not more than 60 days subsequent to the filing date: _____
(month, day, year)

4. The registered agent's name and registered office address is:

Registered agent:	<u>Richard Gurolnick</u>		
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last Name</i>
Registered Office:	<u>3 Sunset Court</u>		
(P.O. Box and c/o are unacceptable)	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Hawthorn Woods 60047 Lake</u>		
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

5. Purpose or purposes for which the LLC is organized: Include the business code # (IRS Form 1065).
(If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any or all lawful business for which limited liability companies may be organized under this Act.

To design, sell, manufacture, or distribute products. To do all things incidental and ancillary thereto and to transact any and all lawful business for which Limited Liability Company may be organized pursuant to the Illinois Limited Liability Act.

6. The latest date, if any, upon which the company is to dissolve 12/31/2999
(month, day, year)

Any other events of dissolution enumerated on an attachment. (Optional)

LLC-5.5

7. Other provisions for the regulation of the internal affairs of the LLC per Section 5-5 (a) (8) included as attachment:

If yes, state the provision(s) from the ILLCA. Yes No

8. a) Management is by manager(s): Yes No
If yes, list names and business addresses.

Richard Gurolnick, 3 Sunset Court, Hawthorn Woods, IL 60047

b) Management is vested in the member(s): Yes No
If yes, list names and addresses.

9. I affirm, under penalties of perjury, having authority to sign hereto, that these articles of organization are to the best of my knowledge and belief, true, correct and complete.

Dated 01/15, 2004
(Month/Day) (Year)

Signature(s) and Name(s) of Organizer(s)

Address(es)

1. Richard C. Gurolnick
Signature
Richard Gurolnick, Organizer
(Type or print name and title)

(Name if a corporation or other entity)

2. _____
Signature

(Type or print name and title)

(Name if a corporation or other entity)

3. _____
Signature

(Type or print name and title)

(Name if a corporation or other entity)

1. 3 Sunset Court
Number Street
Hawthorn Woods
City/Town
Illinois 60077
State ZIP Code

2. _____
Number Street

City/Town

State ZIP Code

3. _____
Number Street

City/Town

State ZIP Code

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 01, 2004

0112740-3

RICHARD GUROLNICK
3 SUNSET CT.
HAWTHORN WOODS, IL 60047-0000

RE NEOTOY, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF ORGANIZATION THAT CREATED YOUR LIMITED LIABILITY COMPANY. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

DUE TO STATUTORY CHANGES IN THE LIMITED LIABILITY COMPANY ACT, CERTIFICATES OF ORGANIZATION WILL NO LONGER BE ISSUED WITH THE ARTICLES OF ORGANIZATION.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

0112 7403 **FILED**

\$100.00

MAR 01 2004

ZB

JESSE WHITE
SECRETARY OF STATE



NeoToy • 3 Sunset Ct • Hawthorn Woods, IL 60047 • (847) 540-7577 • Fax:(847) 540-1311 • rick@neotoy.com

January 15, 2004

Illinois Secretary of State
Springfield, Illinois

The purpose of this letter is to inform you of the intention, by the filing of the enclosed Articles of Organization, that NeoToy Partnership is converting from a general partnership to a limited liability company as defined in Section 37.10 of the Illinois Limited Liability Company Act. Pursuant to this, we hereby confirm the following:

1. All of the general partners of NeoToy Partnership are becoming members of the new limited liability company in the same ownership percentages as those for NeoToy Partnership.
2. The name and type of partnership being converted from is NeoToy Partnership, a general Illinois partnership.
3. This conversion was approved by 100% of the partners of NeoToy Partnership.
4. The required fee of \$100 is enclosed.

Acknowledged:

A handwritten signature in black ink, appearing to read "Richard C. Gurolnick", with a long, sweeping horizontal line extending to the right.

Richard Gurolnick, General Partner
NeoToy Partnership

RECORDED: 04/26/2004

TRADEMARK
REEL: 002954 FRAME: 0061