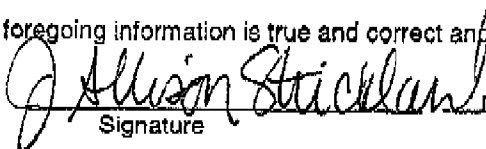
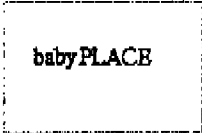



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| Form PTO-1594 (Rev. 03/01) | RECORDATION FORM COVER SHEET TRADEMARKS ONLY | U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office |
| To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy hereof. | | |
| 1. Name of conveying party(ies): TCPIP, INC. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Delaware <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 2. Name and address of receiving party(ies): Name: <u>THE CHILDREN'S PLACE SERVICES COMPANY, LLC</u> Address: <u>915 Secaucus Road</u> <u>Secaucus, New Jersey 07094</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>Delaware limited liability company</u> If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>November 8, 2004</u> | | |
| 4. Application number(s) or registration number(s): A. Trademark Application No.(s) (see attached) B. Trademark Registration No.(s) (see attached) Additional Numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| 5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Patrick Boisson</u> Internal Address: <u>Fross Zelnick Lehrman & Zissu, P.C.</u> Street Address: <u>866 United Nations Plaza</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10017</u> Tel: (212) 813-5900 • Fax: (212) 813-5901 | 6. Total number of applications and registration involved:.....35 7. Total fee (37 CFR 3.41) \$ <u>890.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>23-0825 - Attorney Docket No. TCPS-0426540</u> (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. <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>J. Allison Strickland</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%;"> <u>December 1, 2004</u> Date </div> </div> Total number of pages comprising cover sheet: _____ | | |
| OMB No. 0651-0027 (exp. 5/31/2002) | | FZLZ File No.: TCPS USA TT-0426540 JAS |

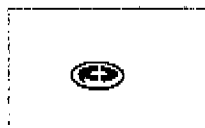
CH \$890.00 230825 78376323

| <i>Trademark</i> | <i>Application No</i> | <i>Registration No</i> |
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| AUTHENTIC PLACE | 78/376,323 | |
| BABY PLACE | 75/510,401 | 2394007 |
| BABY PLACE | 74/398,572 | 1893655 |
| BabyLuxuries | 78/360,992 | |
| BABYPLACE (Stylized) | 75/661,214 | 2588897 |
|  | | |
| BABYPLACE (Stylized) | 75/661,761 | 2382597 |
|  | | |
| BATH PLACE | 75/531,646 | 2322468 |
| CHILD PLACE | 75/667,532 | 2757787 |
| CICI AND ACE | 78/435,546 | |

KIDS WITH AN ATTITUDE 76/032,720

NEWBORN NECESSITIES 78/246,881 2895433

P & Design 75/486,870 2277657



PLACE (Stylized) 75/297,926 2202251



PLACE FOR LEARNING 76/032,719 2713967

PLACE PALS 76/205,054 2743323

PLACELAND 78/315,318

PLACELAND 78/313,959

PLC 76/385,035 2748506

RATTLES 73/540,105 1402244

SHOE PLACE 76/046,687

TCP 74/663,928 2109480

TCP 75/109,386 2111377

TEEN PLACE 76/419,463

THE CHILDREN'S MARKET 73/513,378 1332706

THE CHILDREN'S OUTLET 73/457,760 1467689

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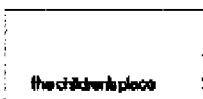
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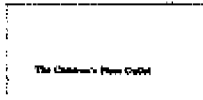
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THE CHILDREN'S PLACE (Stylized) 73/192,163 1137068



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| THE CHILDREN'S PLACE OUTLET | 75/268,941 | 2165577 |
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| THE PLACE | 73/807,826 | 1642868 |
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| TINY SWEATS | 76/288,004 | 2586959 |
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| TINY TANK | 76/288,006 | 2572397 |
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| TINY TEE | 76/419,462 | 2770458 |
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| Y PLACE | 76/158,186 | |
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TM? Administrator - 35 Records - END OF REPORT

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Delaware

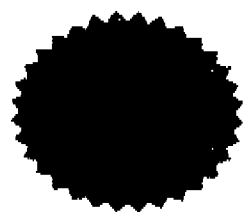
PAGE 1

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 MERGER, WHICH MERGES:

"TCPIP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "THE CHILDREN'S PLACE SERVICES COMPANY, LLC" UNDER THE NAME OF "THE CHILDREN'S PLACE SERVICES COMPANY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF NOVEMBER, A.D. 2004, AT 5:38 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3775979 8100M
040808825

AUTHENTICATION: 3466586
DATE: 11-09-04

TRADEMARK
REEL: 002986 FRAME: 0494

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:38 PM 11/08/2004
FILED 05:38 PM 11/08/2004
SHV 040805367 - 3775979 FILE

CERTIFICATE OF MERGER

OF

TCPIP, INC.

INTO

THE CHILDREN'S PLACE SERVICES COMPANY, LLC

Pursuant to Section 252 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation and limited liability company (collectively, the "Companies") execute the following Certificate of Merger, certifying:

FIRST: That the name and state of organization of each of the constituent Companies of the merger is as follows:

| <u>NAME</u> | <u>STATE OF ORGANIZATION</u> |
|--|------------------------------|
| The Children's Place Services Company, LLC | Delaware |
| TCPIP, Inc. | Delaware |

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent Companies in accordance with the requirements of Section 252 of the General Corporation Law of Delaware and Section 18-209 of the Limited Liability Company Act of Delaware.

THIRD: That the name of the surviving corporation of the merger is The Children's Place Services Company, LLC, a Delaware limited liability company ("Services Company").

FOURTH: That the certificate of formation of Services Company shall be the certificate of formation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 915 Secaucus Road, Secaucus, New Jersey 07094.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving company, on request and without cost, to any stockholder or member of any constituent Company.

9. 2004 5:45PM LANIER2

NO. 5539 P. 4

NOV. 9. 2004 1:52PM LANIER2

NO. 5500 P. 2

SEVENTH: That this Certificate of Merger shall be effective immediately upon filing hereof with the Secretary of State of the State of Delaware.

Dated: November 8, 2004

SURVIVING LIMITED LIABILITY COMPANY

THE CHILDREN'S PLACE SERVICES COMPANY, LLC

By: [Signature]
Name: Steven Balasiano
Title: Vice President, General Counsel and Secretary

CONSTITUENT CORPORATION

TCPIP, INC.

By: [Signature]
Name: Joanne Vitano
Title: President