

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/07/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Glow Dog, Inc.		07/20/2001	CORPORATION: NEW HAMPSHIRE

RECEIVING PARTY DATA

Name:	Glow Dog, Inc.
Street Address:	50 Beharrell Street
City:	Concord
State/Country:	MASSACHUSETTS
Postal Code:	01742
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2248946	GLOW DOG
Registration Number:	2444815	GLOW CAT
Registration Number:	2416101	GLOW DOG
Registration Number:	2455869	GLOW CAT

CORRESPONDENCE DATA

Fax Number: (617)646-8646
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-646-8000
 Email: drwtrademarks@wolfgreenfield.com
 Correspondent Name: Douglas R. Wolf
 Address Line 1: 600 Atlantic Avenue
 Address Line 2: Wolf Greenfield
 Address Line 4: Boston, MASSACHUSETTS 02210

CH \$115.00 2248946

NAME OF SUBMITTER:	Douglas R. Wolf
Signature:	/drw/
Date:	07/29/2005
Total Attachments: 4 source=G0691 Glow Dog-Glow Dog assignmt#page1.tif source=G0691 Glow Dog-Glow Dog assignmt#page2.tif source=G0691 Glow Dog-Glow Dog assignmt#page3.tif source=G0691 Glow Dog-Glow Dog assignmt#page4.tif	

CERTIFICATE OF OWNERSHIP AND MERGER

OF

GLOW DOG, INC.
a New Hampshire corporation

WITH AND INTO

GLOW DOG, INC.
a Delaware corporation

Under Section 253 of the General Corporation Law of the State of Delaware, Glow Dog, Inc., a corporation organized and existing under the laws of the State of New Hampshire (the "Parent"), DOES HEREBY CERTIFY:

FIRST: That the Parent was incorporated on January 2, 1997 pursuant to the New Hampshire Business Corporation Act, RSA Chapter 293A.

SECOND: That the Parent owns all of the outstanding capital stock of Glow Dog, Inc., a corporation incorporated on July 20, 2001, pursuant to Section 101 of the General Corporation Laws of the State of Delaware (the "Subsidiary").

THIRD: That, on June 22, 2001, the Board of Directors of the Parent adopted the resolutions attached hereto as Exhibit A in connection with the proposed merger of itself with and into the Subsidiary (the "Merger").

FOURTH: That, on June 27, 2001, the Merger was adopted and approved by the holders of a majority of the outstanding stock of the Parent entitled to vote in accordance with the laws of State of New Hampshire.

FIFTH: The persons who are directors of the Subsidiary immediately prior to the Merger shall be, upon the effectiveness of the Merger, the directors of the Surviving Corporation, without change until their resignation or removal or until their successors have been duly elected and qualified in accordance with the laws of the State of Delaware and the Certificate of Incorporation and By-Laws of the Surviving Corporation. The persons who are officers of the Subsidiary immediately prior to the Merger shall continue, after the effectiveness of the Merger, as officers of the Surviving Corporation, without change until their resignation or removal or until their successors have been elected or appointed and qualified in accordance with the laws of the State of Delaware and the Certificate of Incorporation and By-Laws of the Surviving Corporation.

SIXTH: That this Certificate of Ownership and Merger shall be effective upon filing.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 11/07/2001
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Sent

IN WITNESS WHEREOF, the undersigned, being the President of Glow Dog, Inc., has executed this Certificate and hereby affirms under the penalties of perjury that its contents are true as of this 20th day of July, 2001.

GLOW DOG, INC., a New Hampshire corporation

By: Beth Marcus
Beth Marcus, President

EXHIBIT A**GLOW DOG, INC.****ACTION IN WRITING OF SOLE DIRECTOR
(approving creation of and merger into Glow Dog, Inc., a Delaware corporation)**

The undersigned, being the sole director of GLOW DOG, INC., a New Hampshire corporation (the "Company"), pursuant to the provisions of New Hampshire Business Corporation Act and the By-Laws of the Company, do hereby consent to the following resolutions:

RESOLVED, that the Company create a subsidiary, all the outstanding capital stock of which is to be owned by the Company, to be known as Glow Dog, Inc. ("NewCo"), under the laws of the State of Delaware, according to the Certificate of Incorporation the form of which is attached hereto as Exhibit A; and

RESOLVED, that such Certificate of Incorporation of NewCo be filed with the Secretary of State of the State of Delaware, and that the Company pay any filing fees required in connection therewith; and

RESOLVED, that the By-Laws attached hereto as Exhibit B be adopted as the By-Laws of NewCo; and

RESOLVED, that Beth Marcus is elected as the sole director of NewCo to serve in accordance with the By-Laws of NewCo; and

RESOLVED, that the Company merge with and into NewCo in accordance with an Agreement and Plan of Merger the form of which is attached hereto as Exhibit C (the "Merger"); and

RESOLVED, that the Company submit the Merger to a vote of its stockholders and that a meeting for such purpose be held at the offices of the Company on June 27, 2001 at the offices of the Company; and

RESOLVED, that upon approval of the Merger by the stockholders, the officers of the Company are hereby directed to prepare, execute and file such further documents, including with the Secretaries of State of the State of New Hampshire and of the State of Delaware, as may be required to effect the Merger and to pay all costs and expenses associated therewith; and

RESOLVED, that upon the effectiveness of the Merger, the Company agrees to convert approximately \$2,037,621 of outstanding principal and accrued

interest on its outstanding Convertible Secured Promissory Notes (the "Notes") to Company's Series A Convertible Preferred Stock, par value \$0.001 per share ("Series A Preferred Stock");

RESOLVED, that the Company seek the consent of the holders of the Notes (the "Holders") to such conversion, pursuant to the Agreement To Convert Note And To Exercise Warrant the form of which is attached hereto as Exhibit D; and

RESOLVED, that in connection with and as an inducement the Holders to consent to such conversion, the Company agrees to permit any Holder who so consents to exercise the warrant granted to such Holder in connection with the issuance of such Note (collectively, the "Warrants") and that Company agrees in connection with such exercise (i) that such Warrants may be exercised for Series A Preferred Stock rather than Common Stock and (ii) to waive payment by the Holder of the exercise price therefor;

RESOLVED, that the President and the Treasurer of the Company are authorized to issue certificates representing such shares of Series A Preferred Stock to be issued as a result of the conversion of the Notes and exercise of the Warrants, in accordance with the foregoing resolutions; and that all such shares when so issued shall be fully paid and non-assessable; and

RESOLVED, that the officers of the Company and such other persons as are delegated by them be, and each of them hereby is, authorized, empowered and directed to do and perform (or cause to be done and performed), in the name and on behalf of the Company, all such acts and things and make, execute, deliver and file (or cause to be made, executed, delivered and filed) all such agreements, documents and instruments, under the seal of the Company (if necessary), and to pay, or cause to be paid, all such payments, as they may deem necessary or advisable to carry out the intent of the foregoing resolutions, such determination to be conclusively evidenced by the execution and delivery of such documents and the taking of such actions, and that all acts and things previously done and performed (or caused to be done and performed), in the name and on behalf of the Company or otherwise prior to the date of these resolutions in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects.


Beth Marcus
Sole Director

Dated: July 20, 2001