

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/19/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Grow Biz International, Inc.		11/19/2001	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Winmark Corporation
Street Address:	4200 Dahlberg Drive, Suite 100
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55422-4837
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2413870	MUSIC-GO-ROUND
Registration Number:	2352130	PRO CUSTOM
Registration Number:	1950617	PLAY SAFE. PLAY HARD. PLAY IT AGAIN. PLAY IT AGAIN SPORTS

CORRESPONDENCE DATA

Fax Number: (612)332-9081
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612.336.4616
 Email: kvoss@merchant-gould.com
 Correspondent Name: John A. Clifford
 Address Line 1: P.O. Box 2910
 Address Line 4: Minneapolis, MINNESOTA 55402-0910

NAME OF SUBMITTER: John A. Clifford

CH \$90.00 2413870

Signature:

/John A. Clifford/

Date:

12/28/2005

Total Attachments: 3

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State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: WINMARK CORPORATION

MN: GROW BIZ INTERNATIONAL, INC.

State of Formation and Name of Surviving Entity:

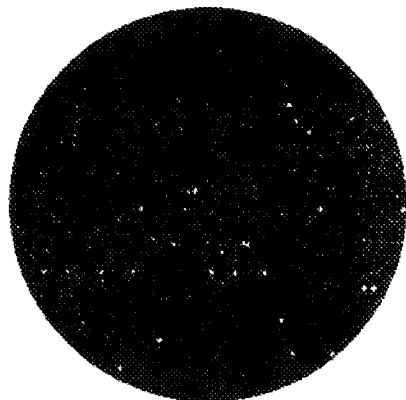
MN: GROW BIZ INTERNATIONAL, INC.

Effective Date of Merger: November 19, 2001 @ 12:01a.m.

Name of Surviving Entity After Effective Date of Merger:

WINMARK CORPORATION

This certificate has been issued on: November 16, 2001.



Mary Kiffmeyer
Secretary of State

52-841

ARTICLES OF MERGER
OF
WINMARK CORPORATION
INTO
GROW BIZ INTERNATIONAL, INC.

Pursuant to Sections 302A.621 of the Minnesota Business Corporation Act, the undersigned officer of Grow Biz International, Inc., a Minnesota corporation (the "Surviving Corporation"), which is the owner of all of the issued and outstanding shares of common stock, \$0.01 par value per share, of Winmark Corporation, a Minnesota corporation, (the "Subsidiary Corporation"), which is the only outstanding capital stock of Subsidiary Corporation, hereby executes and files these Articles of Merger:

FIRST: Attached hereto as Exhibit A is a copy of a Plan of Merger providing for the merger of the Subsidiary Corporation into the Surviving Corporation and, in connection therewith, to change the name of the Surviving Corporation to "Winmark Corporation."

SECOND: The Plan of Merger has been approved by the Surviving Corporation pursuant to Minnesota Statutes Chapter 302A, Section 302A.621.

THIRD: Subsidiary Corporation has outstanding 100 shares of common stock, \$0.01 par value, all of which are owned by the Surviving Corporation.

FOURTH: Upon the effective time of the merger, pursuant to Minnesota Statutes Chapter 302A, Section 302A.621, Subd.1, Article 1 of the Surviving Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of the corporation is "Winmark Corporation."

FIFTH: The Merger shall be effective at 12:01 a.m., Minneapolis Time, on November 19, 2001.

I certify that I am authorized to execute these Articles of Merger and I further certify that I understand that by signing these Articles of Merger I am subject to the penalties of perjury as set forth in Minnesota Statutes, Section 609.48, as if I had signed these Articles of Merger under oath.

Dated this 15th day of November, 2001.

Grow Biz International, Inc.

By John L. Morgan
John L. Morgan
Its Chief Executive Officer

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Corp holder RM-32042

EXHIBIT A

PLAN OF MERGER
OF
WINMARK CORPORATION
INTO
GROW BIZ INTERNATIONAL, INC.

1. Grow Biz International, Inc. (the "Surviving Corporation"), as the owner of all of the outstanding shares of Winmark Corporation (the "Subsidiary Corporation"), shall merge Subsidiary Corporation into the Surviving Corporation (the "Merger") in accordance with the provisions of Minnesota Statutes, Section 302A.621.

2. In connection with the Merger, the name of the Surviving Corporation shall be changed to "Winmark Corporation."

3. In connection with the Merger, the Surviving Corporation shall assume all of the obligations of Subsidiary Corporation outstanding at the effective time of the Merger.

4. The shares of Subsidiary Corporation shall not be converted into shares of the Surviving Corporation but shall, at the effective time of the Merger, be surrendered and extinguished without payment of any cash or the delivery of any other consideration.

5. The merger shall be effective at 12:01 a.m., Minneapolis Time, on November 19, 2001.

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 18 2001

Mary Hoffmeyer
Secretary of State