

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
1800Diapers, LLC		08/31/2006	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	1800Diapers, Inc.		
<b>Street Address:</b>	1404 Gully Road		
<b>City:</b>	Neptune		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07753		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78860837	1800DIAPERS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(206)628-7699		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(206) 628-7720		
<b>Email:</b>	catherinemaxson@dwt.com		
<b>Correspondent Name:</b>	Catherine E. Maxson		
<b>Address Line 1:</b>	1501 Fourth Avenue, Suite 2600		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101		
<b>ATTORNEY DOCKET NUMBER:</b>	69872-1		
<b>NAME OF SUBMITTER:</b>	Kristine Fyfe, Davis Wright Tremaine LLP		
<b>Signature:</b>	/kristinefyfe/		
<b>Date:</b>	02/14/2007		

CH 78860837 \$40.00

Total Attachments: 4

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "1800DIAPERS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "1800DIAPERS, LLC" TO "1800DIAPERS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF SEPTEMBER, A.D. 2006, AT 1:32 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3714914 8100V

060816550

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5017382

DATE: 09-01-06

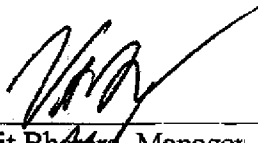
TRADEMARK


REEL: 003481 FRAME: 0315

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY  
TO A CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW**

- FIRST: The jurisdiction where the Limited Liability Company first formed is Delaware.
- SECOND: The jurisdiction immediately prior to filing this Certificate is Delaware.
- THIRD: The date the Limited Liability Company first formed is October 14, 2003.
- FOURTH: The name of the Limited Liability Company immediately prior to filing this Certificate is 1800DIAPERS, LLC.
- FIFTH: The name of the Corporation as set forth in the Certificate of Incorporation is 1800DIAPERS, INC.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 31 day of August, 2006.

By:   
Vinit Bhatnagar, Manager

By:   
Marc Lore, Manager

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "1800DIAPERS, INC." FILED IN THIS OFFICE ON THE FIRST DAY OF SEPTEMBER, A.D. 2006, AT 1:32 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3714914 8100V

060816550

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5017382

DATE: 09-01-06

TRADEMARK

REEL: 003481 FRAME: 0317

STATE OF DELAWARE

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation (the "Corporation") is 1800DIAPERS, INC.

SECOND: Its registered office in the State of Delaware is to be located at 9 E. Loockerman St., Ste. 205, Dover, Delaware 19901, in the County of Kent. The registered agent at such address is Business Filings International, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: This Corporation is authorized to issue only one class of stock, which shall be designated "Common Stock". The total number of shares of Common Stock this Corporation shall have authority to issue is Five Million (5,000,000) shares with a par value of One Tenth of One Cent (\$0.001) per share.

FIFTH: The name and mailing address of the incorporator is as follows:

Vinit Bharara, Esq.  
1404 Gully Road  
Neptune, New Jersey 07753

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the By-laws.

SEVENTH: A Director of the Corporation shall, to the full extent permitted by the Delaware General Corporation Law as it now exists or as it may hereafter be amended, not be liable to the Corporation or its stockholders for monetary damages or for breach of fiduciary duty as director. Neither any amendment nor repeal of this Article SEVENTH nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article SEVENTH shall eliminate or reduce the effect of this Article SEVENTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SEVENTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this 31st day of August, 2006.

  
VINIT BHARARA, Incorporator