

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Western Graphics Corporation		12/08/2006	CORPORATION: OREGON

**RECEIVING PARTY DATA**

Name:	Mega Brands America, Inc.
Street Address:	6 Regent Street
City:	Livingston
State/Country:	NEW JERSEY
Postal Code:	07039
Entity Type:	CORPORATION: NEW JERSEY

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	1835424	CREATIVE COLORING
Registration Number:	2016492	FUZZY
Registration Number:	2498335	FUZZY
Registration Number:	1914886	FUZZY POSTERS
Registration Number:	1847693	SUPER TUBES

**CORRESPONDENCE DATA**

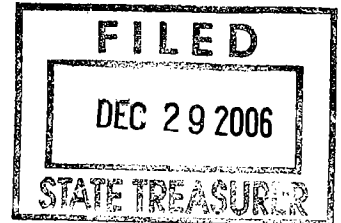
Fax Number: (973)624-7070  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 973-622-4444  
 Email: rsmith@mccarter.com  
 Correspondent Name: Robert W. Smith  
 Address Line 1: Four Gateway Center  
 Address Line 2: 100 Mulberry Street  
 Address Line 4: Newark, NEW JERSEY 07102-4056

CH \$140.00 1835424

ATTORNEY DOCKET NUMBER:	67895/3 (RWS-0406)
NAME OF SUBMITTER:	Robert W. Smith
Signature:	/robertwsmith/
Date:	02/22/2007

**Total Attachments: 7**

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New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.

1. Type of Filing (check one): [X] Merger [ ] Consolidation

2. Name of Surviving Business Entity: MEGA Brands America, Inc.

3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name: MEGA Brands America, Inc., New Jersey; Western Graphics Corporation, Oregon
Jurisdiction:
Identification # Assigned by Treasurer (if applicable):

4. Date Merger/Consolidation adopted: 12/8/06

5. Voting: (all corporations involved: attach additional sheets if necessary)

-a Corp. Name Western Graphics Corporation
If applicable, set forth the number and designation of any class or series of shares entitled to vote.
Outstanding Shares

Voting For

Voting Against

; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [X]

-b Corp. Name MEGA Brands America, Inc.

If applicable, set forth the number and designation of any class or series of shares entitled to vote.
Outstanding Shares 2,500

Voting For

Voting Against

; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [X]

-c Corp. Name

If applicable, set forth the number and designation of any class or series of shares entitled to vote.
Outstanding Shares

Voting For

Voting Against

; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check) [ ]

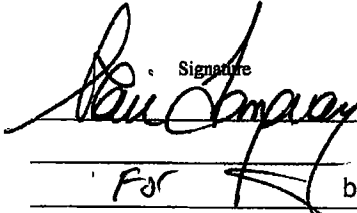
6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

7. Effective Date (see inst.):

Signature	Name	Title	Date
	<u>Alain Tanguay</u>	<u>Vice President</u>	<u>12/8/06</u>
<u>For</u>	<u>both Mega Brands America, Inc. and Western Graphics Corporation</u>		

\*\*Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of the 1st day of May, 2006 between MEGA BRANDS AMERICA, INC., a New Jersey corporation (hereinafter referred to as the "Surviving Corporation") and WESTERN GRAPHICS CORPORATION, an Oregon corporation (hereinafter referred to as the "Merged Corporation") (the "Merged Corporation" and the "Surviving Corporation" are hereinafter collectively referred to as the "Constituent Corporations").

### WITNESSETH:

WHEREAS, the Surviving Corporation is duly organized and existing under the laws of the State of New Jersey; and

WHEREAS, the Surviving Corporation has duly issued 2,500 shares of Common Stock, represented by Certificate No. 1, and are now outstanding; and

WHEREAS, the Merged Corporation is duly organized and existing under the laws of the State of Oregon; and

WHEREAS, the Merged Corporation has 440 shares of Common Stock, no par value, duly issued and now outstanding; and

WHEREAS, the respective Directors of the Constituent Corporations deem it advisable and in the best interests of the two corporate parties and their respective shareholders that the Merged Corporation be merged into the Surviving Corporation under and pursuant to Section 14A:10-7 of the New Jersey Business Corporation Act and Section 60.501 of the Oregon Business Corporation Act.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. Merger. The Merged Corporation shall merge with and into the Surviving Corporation, which shall be the surviving corporation.

2. Terms and Conditions.

- (a) From and after May 1, 2006, (a) all of the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Merged Corporation shall be deemed to be vested in and be held by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Merged Corporation, and the Surviving Corporation shall be deemed to assume all of the liabilities and obligations of the Merged Corporation and (b) the parties

shall operate, conduct the business and take all actions necessary or desirable to effectuate the foregoing.

- (b) On the effective date (as hereinafter defined as the "Closing Time") of the merger, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Merged Corporation, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the merger.

3. Surrender of Shares. The manner and basis of converting the shares of the Merged Corporation into shares of the Surviving Corporation are as follows: the 440 shares of common stock of the Merged Corporation, issued in the name of the Surviving Corporation and represented by Certificate No. 14, shall be surrendered and extinguished upon the Closing Time of the merger.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger, and shall continue to be the Articles of Incorporation, as so amended, of said Surviving Corporation, until further amended and changed pursuant to the provisions of the New Jersey Business Corporation Act.

5. Bylaws of Surviving Corporation. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the Closing Time of the merger.

6. Directors and Officers. The Directors and Officers of the Surviving Corporation on the Closing Time of the merger shall continue as the Directors and Officers of the Surviving Corporation following the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

7. Approvals. This Agreement requires the joint approval of the directors and shareholders of the Merged Corporation pursuant to Section 60.487 of the Oregon Business Corporation Act and the approval of the directors of the Surviving Corporation pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act. The Agreement has been approved by all shareholders of the Merged Corporation.

8. Closing Time of the Merger.

(a) This Agreement and the merger shall become effective upon the last to occur of (i) the filing of the Articles of Merger with the Oregon Secretary of State; and (ii) the filing of the Articles of Merger with the New Jersey Secretary of State (the "Closing Time").

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

9. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of New York and, insofar as applicable, by the merger provisions of the New Jersey Business Corporation Act and the Oregon Business Corporation Act.

***THE REST OF THIS PAGE INTENTIONALLY LEFT BLANK***

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the respective Directors of the Constituent Corporations, has caused this Agreement to be executed by its President and attested by its Secretary.

ATTEST:

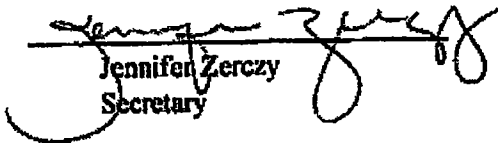
WESTERN GRAPHICS CORPORATION  
(an Oregon corporation)

\_\_\_\_\_  
Jennifer Zerczy  
Secretary

By: \_\_\_\_\_  
Marc Bertrand  
President

ATTEST:

MEGA BRANDS AMERICA, INC.  
(a New Jersey corporation)

  
\_\_\_\_\_  
Jennifer Zerczy  
Secretary

By: \_\_\_\_\_  
Vic Bertrand  
President

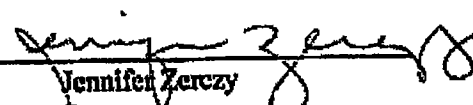
(SIGNATURE PAGE TO PLAN OF MERGER)

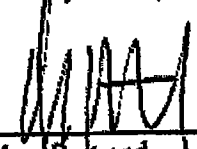


IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the respective Directors of the Constituent Corporations, has caused this Agreement to be executed by its President and attested by its Secretary.

ATTEST:

WESTERN GRAPHICS CORPORATION  
(an Oregon corporation)

  
\_\_\_\_\_  
Jennifer Zerzy  
Secretary

By:   
\_\_\_\_\_  
Marc Bertrand  
President

ATTEST:

MEGA BRANDS AMERICA, INC.  
(a New Jersey corporation)

\_\_\_\_\_  
Jennifer Zerzy  
Secretary

By: \_\_\_\_\_  
Vic Bertrand  
President

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[SIGNATURE PAGE TO PLAN OF MERGER]