

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/02/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wear Me Apparel Corp.		04/02/2007	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Wear Me Apparel LLC
Street Address:	31 West 34th Street
Internal Address:	11th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78898123	LITTLE BY LITTLE
Registration Number:	2011509	KHQ
Registration Number:	2157545	
Registration Number:	2079312	KIDS HEADQUARTERS
Registration Number:	3092100	LITTLE BY LITTLE
Registration Number:	3092099	LITTLE BY LITTLE

CORRESPONDENCE DATA

Fax Number: (215)751-2205
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-751-2000
 Email: jmeyer@schnader.com
 Correspondent Name: James R. Meyer, Schnader Harrison

CH \$165.00 78898123

Address Line 1: 1600 Market Street
Address Line 2: Suite 3600
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	0919113-0001
NAME OF SUBMITTER:	Kimberly Ann Bittinger
Signature:	/kab/
Date:	04/30/2007

Total Attachments: 2
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Delaware

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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:

"WEAR ME APPAREL CORP.", A NEW YORK CORPORATION,
WITH AND INTO "WEAR ME APPAREL LLC" UNDER THE NAME OF "WEAR ME APPAREL LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF APRIL, A.D. 2007, AT 9:33 O'CLOCK A.M.

3573154 8100M

070386237



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5556617

DATE: 04-02-07

TRADEMARK
REEL: 003531 FRAME: 0968

**CERTIFICATE OF MERGER
OF
WEAR ME APPAREL CORP.
INTO
WEAR ME APPAREL LLC**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "LLCA"), the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving company is Wear Me Apparel LLC, a Delaware limited liability company (the "Surviving Company"), and the name of the corporation being merged into the Surviving Company is Wear Me Apparel Corp., a New York corporation (the "Merged Company").

SECOND: The Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by the Surviving Company and the Merged Company in accordance with Section 18-209 of the LLCA.

THIRD: The Amended and Restated Operating Agreement of the Surviving Company, dated as of February 14, 2007, as amended by Amendment No. 1 thereto, dated as of April 2, 2007, shall be the limited liability company agreement of the Surviving Company.

FOURTH: The Merger Agreement is on file at the principal place of business of the Surviving Company. The address of such principal place of business is Wear Me Apparel LLC, 31 West 34th Street, New York, NY 10001.

FIFTH: A copy of the Merger Agreement will be furnished by the Surviving Company on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed as of this 2nd day of April, 2007.

WEAR ME APPAREL LLC

By: /s/ Jason Rabin
Name: Jason Rabin
Title: President