

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
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3144463	SUGA SWEET
Registration Number:	2841980	KIDS SUPERCENTER
Registration Number:	2893828	JUNIOR HEADQUARTERS
Registration Number:	2764192	SUGAR SWEET
Registration Number:	2724163	KID CODE
Registration Number:	2602331	HIGH IMPAKT
Registration Number:	2632129	BABY Q
Registration Number:	2815214	BABY HEADQUARTERS
Registration Number:	2494571	BNI
Serial Number:	78144651	IMAGINAR
Serial Number:	77058859	DENT
Serial Number:	77058311	ARTFUL BROS. CO.

OP \$315.00 3144463

CORRESPONDENCE DATA

Fax Number: (914)941-6091

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: mcana@collenIP.com

Correspondent Name: Collen IP Intellectual Property Law P.C.

Address Line 1: 80 South Highland Avenue

Address Line 4: OSSINING, NEW YORK 10562

ATTORNEY DOCKET NUMBER:	TW78
NAME OF SUBMITTER:	JESS M. COLLEN
Signature:	/Jess M. Collen/
Date:	05/11/2007

Total Attachments: 5

source=wear me apparel#page1.tif
source=wear me apparel#page2.tif
source=wear me apparel#page3.tif
source=wear me apparel#page4.tif
source=wear me apparel#page5.tif

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

April 2, 2007



A handwritten signature in black ink, appearing to be "C. J. ...", is written over the seal.

Special Deputy Secretary of State

DOS-1266 (Rev. 11/05)

CSC 45
DRAW DOWN

070402000529

CERTIFICATE OF MERGER
of
WEAR ME APPAREL CORP.
with and into
WEAR ME APPAREL LLC

Pursuant to §1003 of the New York Limited Liability Company Law (the "NYLLCL")

FIRST: The name and jurisdiction of organization of each of the companies that are parties to the merger are as follows:

- (a) Wear Me Apparel Corp., a New York corporation; and
- (b) Wear Me Apparel LLC, a Delaware limited liability company formed under the name Kids SuperCenter LLC.

SECOND: The initial formation documents of Wear Me Apparel Corp. were filed with the department of state on May 15, 1972.

THIRD: An Agreement and Plan of Merger (the "Agreement of Merger") by and between Wear Me Apparel Corp. and Wear Me Apparel LLC, dated as of April 2, 2007, pursuant to which Wear Me Apparel Corp. shall merge with and into Wear Me Apparel LLC, has been approved and executed by Wear Me Apparel Corp. and Wear Me Apparel LLC.

FOURTH: The surviving company of the merger is Wear Me Apparel LLC (the "Surviving Company").

FIFTH: The initial formation documents of Wear Me Apparel LLC were filed with the Secretary of State of Delaware on September 25, 2002, under the name Kids SuperCenter LLC. There is no application for authority to do business in New York on file with the State of New York for the Surviving Company. The Surviving Company will not do business in New York until such application has been filed.

SIXTH: The Surviving Company may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic or foreign entity, previously amenable to suit in New York that is to merge and for the enforcement that is provided in the NYLLCL of the shareholders of Wear Me Apparel Corp. to receive payment for their interests against the Surviving Company.

SEVENTH: The Surviving Company agrees that, subject to the provisions of §623 of the New York Business Corporation Law ("NYBCL"), §1005 of the NYLLCL and any other applicable statute, it will promptly pay to the shareholders of Wear Me Apparel Corp. the amount, if any, to which they shall be entitled under the provisions of the NYBCL and the NYLLCL or any applicable statute relating to the rights of shareholders to receive payment for their shares.

EIGHTH: The Secretary of State of the State of New York is designated as agent of the Surviving Company upon whom process against it may be served. The post office address within or without the State of New York to which the Secretary of State of the State of New York shall mail a copy of any process against the Surviving Company served upon him or her is:

Wear Me Apparel LLC
31 West 34th Street
New York, NY 10001
Attention: General Counsel

NINTH: This merger is permitted by the jurisdiction of formation of the Surviving Company and is in compliance therewith.

TENTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving Company. The address of the principal place of business of the Surviving Company is:

Wear Me Apparel LLC
31 West 34th Street
New York, NY 10001
Attention: General Counsel

ELEVENTH: A copy of the Agreement of Merger will be furnished by the Surviving Company, on request and without cost, to any member or shareholder of the constituent companies to the merger.

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by the undersigned, who affirm that the statements made herein are true, on the 2nd day of April, 2007.

WEAR ME APPAREL CORP.

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

WEAR ME APPAREL LLC

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

070402000529

CERTIFICATE OF MERGER
OF

WEAR ME APPAREL CORP.

(Insert name of Domestic Entity)

AND

WEAR ME APPAREL LLC

(Insert name of Foreign Limited Liability Company)

INTO

WEAR ME APPAREL LLC

(Insert name of Foreign Limited Liability Company)

Under Section 1003 of the Limited Liability Company Law

FILED

2007 APR -2 PM 1:25

RECEIVED

2007 APR -2 PM 12:58

lcc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 02 2007

TAX \$

Y: Par

Filer: Kramer Levin Naftalis & Frankel LLP
1177 Avenue Of The Americas
New York, NY 10036-2714
Cust. Ref#831013JBA

DRAWDOWN

CSC 45

Par PD

(4)

595

TRADEMARK