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TO: Mary Cali COMPANY:

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04-25-2007



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31)
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To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, D.C. 20231
Send original documents or copy thereof.

418.07

1. Name of conveying party(ies):
Russ Berrie and Company, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Corporation
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Russ Berrie U.S. Gift, Inc.
Internal Address: _____
Address: _____
Street Address: 111 Bauer Drive
City: Oakland State: NJ Zip: 07436
 Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: _____
 Other Corporation
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: From Russ Berrie + Co., Inc. To Russ Berrie U.S. Gift, Inc.
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: April 13, 2007

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Reg. No. 2,482,505
Int. Cl.: 28
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Mary Cali
Internal Address: Russ Berrie U.S. Gift, Inc.
Street Address: 111 Bauer Drive
City: Oakland State: NJ Zip: 07436

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
182351
(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Marc S. Goldfarb April 13, 2007
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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04-18-2007
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(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

This public document:

2. *has been signed by Harriet Smith Windsor*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

Certified

5. *at Dover, Delaware*

6. *the twenty-fifth day of April, A.D. 2007*

7. *by Secretary of State, Delaware Department of State*

8. No. *0314613*

9. Seal/Stamp:



10. Signature:

Harriet Smith Windsor
Secretary of State

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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 THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "RUSS BERRIE U.S. GIFT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF FEBRUARY, A.D. 2006, AT 10:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "RUSS BERRIE U.S. GIFT, INC.".



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5623538

070465317

DATE: 04-25-07

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State of Delaware
Secretary of State
Division of Corporations
Delivered 10:41 AM 02/06/2006
FILED 10:40 AM 02/06/2006
SRV 060109273 - 4105418 FILE

CERTIFICATE OF INCORPORATION
OF
RUSS BERRIE U.S. GIFT, INC.

1. The name of the corporation is Russ Berrie U.S. Gift, Inc.
2. The address of the corporation's registered office in Delaware is 874 Walker Road, Suite C, Dover (Kent County), Delaware 19904. United Corporate Services, Inc. is the corporation's registered agent at that address.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. The corporation shall have authority to issue a total of 1000 shares of common stock of the par value of \$0.01 per share.
5. The name of the sole incorporator is Sara Adler and her mailing address is c/o Kaye Scholer LLP, 425 Park Avenue, New York, New York 10022.
6. The Board of Directors shall have the power to make, alter or repeal the by-laws of the corporation.
7. The election of the Board of Directors need not be by written ballot.
8. The corporation shall indemnify to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware as amended from time to time each person who is or was a director or officer of the corporation and the heirs, executors and administrators of such a person.
9. No director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director for any act or omission occurring subsequent to the date when this provision becomes effective, except that he may be liable (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit.
10. The corporation elects not to be governed by Section 203 of the Delaware General Corporation Law.

Dated: February 6, 2006


Sara Adler
Sole Incorporator

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