

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/04/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
KidBiz, Inc.		11/04/2002	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	KidBiz, Inc.
Street Address:	5420 Hwy 9
City:	Howell
State/Country:	NEW JERSEY
Postal Code:	07731
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2785948	KIDBIZ
Registration Number:	2697673	KIDBIZ3000
Registration Number:	2786056	TECHNOFLUENCY

CORRESPONDENCE DATA

Fax Number: (212)868-0013
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212 868-1010
 Email: tfurth@kudmanlaw.com
 Correspondent Name: Thomas M. Furth
 Address Line 1: 350 Fifth Avenue, Suite 4400
 Address Line 2: Kudman Trachten Aloe LLP
 Address Line 4: NEW YORK, NEW YORK 10118

ATTORNEY DOCKET NUMBER:	2366
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NAME OF SUBMITTER:	Thomas M. Furth
Signature:	/Thomas M Furth/
Date:	06/26/2007
Total Attachments: 9 source=Kid Biz Merger#page1.tif source=Kid Biz Merger#page2.tif source=Kid Biz Merger#page3.tif source=Kid Biz Merger#page4.tif source=Kid Biz Merger#page5.tif source=Kid Biz Merger#page6.tif source=Kid Biz Merger#page7.tif source=Kid Biz Merger#page8.tif source=Kid Biz Merger#page9.tif	

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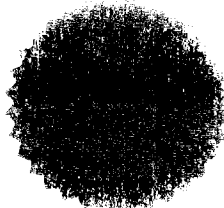
PAGE 1

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:

"KIDBIZ, INC.", A NEW JERSEY CORPORATION,
WITH AND INTO "KIDBIZ, INC." UNDER THE NAME OF "KIDBIZ, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2002, AT 3:50 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3586868 8100M

AUTHENTICATION: 2107703

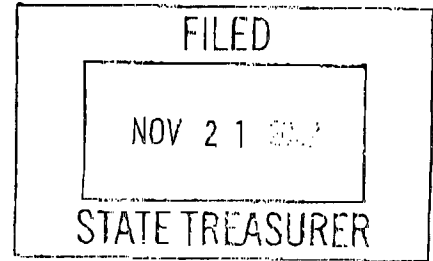
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DATE: ~~11/22/07~~ TRADEMARK

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**CERTIFICATE OF MERGER
OF
KIDBIZ, INC.
(A New Jersey Corporation)**



with and into

**KIDBIZ, INC. D/B/A KIDBIZ OF DELAWARE, INC.
(a Delaware Corporation)**

To: The Secretary of State of the State of New Jersey

KidBiz, Inc., a New Jersey corporation (the "Merging Corporation"), and KidBiz, Inc., a Delaware corporation (the "Surviving Corporation" and together with the Merging Corporation, the "Constituent Corporations"), in connection with their proposed statutory domestic corporation-foreign corporation merger (the "Merger") pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 14A:10-7 of the New Jersey Business Corporation Act (the "NJBCA"), DO HEREBY CERTIFY that: the undersigned corporations executed the following Certificate of Merger:

FIRST: The name of the Surviving Corporation is Kidbiz, Inc., a Delaware Corporation (the "Surviving Corporation"), and the name of the company being merged into this Surviving Corporation is Kidbiz, Inc., a New Jersey Corporation (the "Merging Corporation").

SECOND: The Agreement and Plan of Merger, attached hereto as Exhibit A, by and between the Surviving Corporation and the Merging corporation, has been approved, adopted, certified, executed and acknowledged by the Merging Corporation in compliance with the requirements of Section 14A:10-4.1 and Section 14A:10-7 of the NJBCA and by the Surviving Corporation in compliance with the requirements of Section 252 of the DGCL.

THIRD: The Merger shall become effective upon the later to occur of (i) the filing with the Secretary of State of the State of Delaware of a copy of the Agreement and Plan of Merger or this Certificate of Merger pursuant to Section 252 of the DGCL (ii) the filing with the Secretary of State of the State of New Jersey a copy of the Agreement and Plan of Merger or this Certificate of Merger pursuant to Section 14A:10-4.1 of the NJBCA.

FOURTH: The Merging Corporation is authorized to issue 1,000,000 shares of common stock, no par value per share. There being 164,638 outstanding shares of common stock to vote on Merger approval. The **Votes For** totaled 164,638 and the **Votes Against** totaled zero.

FIFTH: The Surviving Corporation is authorized to issue 1,000,000 shares of common stock, \$0.0001 par value per share. There is one (1) outstanding share of common stock to vote on Merger approval. The **Votes For** totaled one (1) and the **Votes Against** totaled zero.

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SIXTH: The Agreement and Plan of Merger is on file at the place of business of the surviving corporation, which is at:

5420 Hwy 9, Howell, New Jersey 07731

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any Constituent Corporation.

EIGHTH: The Surviving Corporation hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of: (a) any obligation of the Merging Corporation or any obligation of the Surviving Corporation for which it was previously amenable to suit in the State of New Jersey; and (b) the rights of any dissenting stockholder of the Merging Corporation against the Surviving Corporation.

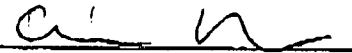
NINTH: The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any proceeding described in **ARTICLE EIGHTH** above, and hereby designates the following post office address within the State of New Jersey to which said Secretary of State shall mail a copy of the service of process in any such proceeding: KidBiz, Inc., 5420 Hwy 9, Howell, New Jersey 07731.

TENTH: The Surviving Corporation hereby agrees to promptly pay to the dissenting stockholders of the Merging Corporation, if any, the amount to which such stockholders shall be entitled under the provisions of the NJBCA.

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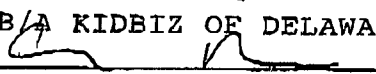
IN WITNESS WHEREOF, said Corporations have caused this certificate to be signed by an authorized officer, the 4th day of November, 2002.

KIDBIZ, INC., a New Jersey Corporation

By: 
Authorized Officer

Name: Saki Dodelson
Title: Chairman of the Board

KIDBIZ, INC., a Delaware Corporation

By: 
D/B/A KIDBIZ OF DELAWARE, INC.
Authorized Officer

Name: Saki Dodelson
Title: Chairman of the Board

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, made and entered into as of the 4th day of November, 2002, by and between KIDBIZ, INC., a New Jersey Corporation (the "New Jersey Company") and KIDBIZ, INC., a Delaware Corporation (the "Surviving Corporation")

Witnesseth

Whereas:

1. The Board of Directors of the New Jersey Company and the Surviving Corporation deem it advisable and in the best interests of each Corporation and its stockholders that the New Jersey Company be merged with and into the Surviving Corporation as permitted by the Delaware General Corporation Law ("DGCL") and the New Jersey Business Corporation Act ("NJBCA") under and pursuant to the terms and conditions hereafter set forth; and
2. The Board of Directors of the New Jersey Company and the Surviving Corporation have adopted and approved this Agreement and Plan of Merger and have directed that this Agreement be submitted to each of its stockholders for approval.
3. Now, therefore, in accordance with the applicable provisions of the DGCL and the NJBCA, the parties hereto agree as follows:

First: New Jersey Company; Surviving Corporation. The names of the New Jersey Company is Kidbiz, Inc., a New Jersey corporation. The name of the Surviving Corporation is Kidbiz, Inc., a Delaware Corporation. As soon as practicable following the Effective Date, the New Jersey Company shall be merged with and into the Surviving Corporation (the "Merger") and the Surviving Corporation shall survive the Merger, whereby the Certificate of Incorporation and By-Laws of the Surviving Corporation as in effect immediately prior to the effective time of the Merger shall constitute the "Articles" of the Surviving Corporation within the meaning of Section 104 of the DGCL and also satisfy the conditions proscribed by Sections 14A:2-7 and 14A:2-9 of the NJBCA.

Second: A. New Jersey Company Shares. The New Jersey Company is authorized to issue 1,000,000 shares of common stock, no par value per share. There being 164, 638 outstanding shares of common stock to vote on merger approval. The **Votes For** totaled 164, 638 and the **Votes Against** totaled zero

B. Surviving Corporation Shares. The Surviving Corporation is authorized to issue 1,000,000 shares of common stock, \$.001 par value per share. There is one (1) outstanding share of common stock to vote on merger approval. The **Votes For** totaled one (1) and the **Votes Against** totaled zero.

Third: Covenants. Each of the Corporations shall take, or cause to be taken, all action and shall do, or cause to be done, all things necessary, proper or advisable under the

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laws of the States of Delaware and New Jersey, and upon the advice of counsel to consummate and make effective the Merger in accordance with this Agreement and Plan of Merger as promptly as shall be practicable.

Fourth: Merger.

A. The Merger shall become effective upon approval thereof by the respective shareholders of New Jersey Company and Surviving Corporation and upon the last to occur of (i) the filing with the Secretary of State of the State of Delaware of a copy of this Agreement and Plan of Merger or a certificate of merger pursuant to Section 252 of the DGCL or (ii) the filing with the Secretary of State of the State of New Jersey a copy of this Agreement and Plan of Merger or a certificate of merger pursuant to Section 14A:10-4.1 of the NJBCA, (the date of such later filing, as the case may be, is hereinafter called the "Effective Date").

B. On the Effective Date:

I. New Jersey Company shall be merged with and into the Surviving Corporation, which shall be the Surviving Corporation, and the separate corporate existence of New Jersey Company shall cease.

II. The Surviving Corporation shall thereafter possess all the rights, privileges, power and franchises and assume and agree to perform and discharge all the debts, obligations, contracts and liabilities of New Jersey Company, and all property, real, personal and mixed, of New Jersey Company shall vest in the Surviving Corporation without further act or deed.

III. The name of the Surviving Corporation shall remain Kidbiz, Inc.

IV. The Certificate of Incorporation and the By-Laws of the Surviving Corporation prior to the Effective Date, shall be the Certificate of Incorporation and the By-Laws of the Surviving Corporation following the Effective Date.

V. The officers and directors of the Surviving Corporation shall be as follows:

Board Of Directors

Saki Dodelson
Susan D. Gertler

Officers

Saki Dodelson
Susan D. Gertler

Title

Chairperson, President, Treasurer
Vice President, Secretary

VI. Each outstanding share of the common stock of New Jersey Company shall be converted into one share of common stock of the Surviving Corporation. Each outstanding option to purchase one share of the New Jersey's Company Common Stock shall

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become an option to purchase one share of the Surviving Corporation's Common Stock. Each outstanding warrant to purchase one share of the New Jersey's Company Common Stock shall become a warrant to purchase one share of the Surviving Corporation's Common Stock.

VII. The one (1) outstanding share of the Surviving Corporation issued to Saki Dodelson prior to the merger shall be terminated upon the merger.

VIII. All issued and outstanding shares of capital stock of the New Jersey Company shall be canceled and retired, and shall cease to exist.

IX. This Agreement and Plan of Merger shall be governed by the laws of the State of Delaware.


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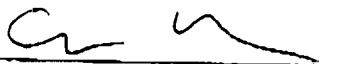
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IN WITNESS WHEREOF, this Merger Agreement is hereby executed on behalf of the parties hereto by their duly authorized respective officers as of this 4th day of November, 2002.

KIDBIZ, INC., a New Jersey Corporation

By: 
Name: Saki Dodelson
Title: Chairman of the Board and
Chief Executive Officer

KIDBIZ, INC., a Delaware Corporation
D/B/A KIDBIZ OF DELAWARE, INC.

By: 
Name: Saki Dodelson
Title: Chairman of the Board and
Chief Executive Officer

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RECORDED: 06/26/2007

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