

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER/NAME CHANGE

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FABRICAS AGRUPADAS DE MUNECA DE ONIL, S.A.		12/27/2006	CORPORATION:

RECEIVING PARTY DATA

Name:	INVERSIONES FADIVER, S.A.
Street Address:	C/San Antonio, 8
Internal Address:	03430- ONIL
City:	ALICANTE
State/Country:	SPAIN
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	1084925	MUNECA FAMOSA
Registration Number:	1549284	BABY BUBBLES
Registration Number:	2713861	PIPO GESTITOS
Registration Number:	2911989	AUTOKIT TURBO BALL
Registration Number:	3122634	JAGGETS
Registration Number:	3125669	PETER PLAY
Registration Number:	3125668	SUZY SPRINT
Registration Number:	3254718	MEGAN BYTE
Registration Number:	3125667	TOKY OH
Registration Number:	3122635	PAULA POP
Serial Number:	78414854	MINI MODEL
Registration Number:	2960313	NENUCA FAMOSA

CORRESPONDENCE DATA

**900093583**

**TRADEMARK  
 REEL: 003673 FRAME: 0819**

**OP \$315.00 1084925**

Fax Number: (954)828-9122  
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Address Line 4: Fort Lauderdale, FLORIDA 33301

ATTORNEY DOCKET NUMBER: 1429-6

DOMESTIC REPRESENTATIVE

Name:  
Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER: Alan M. Weisberg

Signature: /alan m. weisberg/

Date: 12/06/2007

Total Attachments: 12  
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EXCLUSIVE PAPER FOR NOTARY DOCUMENTS  
(Stamp)

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MADRID NOTARY  
Manuel Richi Alberti]

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MANUEL RICHY ALBERTI  
NOTARY  
Serrano N° 30 1° - 28001 MADRID  
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**MERGER BY ABSORPTION**

**NUMBER FOUR THOUSAND FIVE HUNDRED AND FORTY TWO.**

In Madrid, on twenty seven December two thousand and six.

Before me, **MANUEL RICHY ALBERTI**, Notary of Madrid and its Distinguished College of Notaries.

**APPEAR:**

**Mr. FEDERICO MERINO SANZ**, of age, married, resident in Madrid, with professional address at calle Velázquez 51.

With National Identity Document numbered 3432869-G.

**AND Mr. MANUEL RUBIALES REGORDÁN**, of age, and Spanish nationality, resident in Aravaca (Madrid), Camino de la Zarzuela 1, 2<sup>nd</sup> floor, Edificio Zena, with National Identity Document numbered 26474844-G.

Their personal circumstances figure as declared by the parties.

[There is an illegible signature on every page]

  
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Intérprete: Jurado Inglés/Español

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## INTERVENING

A) **Mr. Federico Marino Sanz**, in name and representation of the following Companies:

1) The Public Limited Company (Sociedad Mercantil Anónima) called **"INVERSIONES FADIVER, S.A."**; with address in Onil, (Alicante), calle San Antonio number 8; constituted for an indefinite period, by means of a public deed issued by my colleague in residence Mr. Carlos de Alcocer Torra, on 30 June 2005, with protocol number 1330, inscribed in the Mercantile Register of Madrid , volume 21443, folio 164, **sheet M-381348**, Inscription 1; transferred to its current address by means of a public deed issued before me on 12 December 2006, with protocol number 4251, pending inscription in the Mercantile Register of Alicante.

**Tax Identification Code – A-84-392596.**

Acting in his capacity of **Secretary Non-Member of the Board of Directors** of the Company, a position that he assures me he currently holds and for which he was appointed in the abovementioned deed of constitution, which refers to the indicated appointment, and consequently to his representation faculties, which are, in my view, **sufficient to formalise the company agreements documented in this deed.**

He assures me that the appointment remains valid and in force and that the company he represents subsists.

He is especially authorised to execute this deed by agreement of the Ordinary General Meeting of the Company's Shareholders, held on 30 October 2006, of a universal nature, **as indicated in the certificate attached to this matrix**, issued by the Secretary Non-Member Mr. Federico Merino Sanz with the Approval of the President Mr. Luis Gómez Sierra; whose signatures I consider legitimate and legitimise, by comparison with other indubitable ones that appear in my protocol.

2) Of the Sole Shareholder Company called **"FABRICAS AGRUPADAS DE MUÑECAS DE ONIL, S.A."**, with address in Onil (Alicante), calle San Antonio 8,

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constituted for an indefinite period by means of a deed issued before the Notary of Ibi, Mr. Fernando Benlloch Martínez, on twenty eight February one thousand nine hundred and fifty seven; **Adapted** to current company legislation, by means of a deed issued before the Notary of Castalla, Ms. Berta Alicia Salvador y Pastor, dated fourteen March one thousand nine hundred and ninety one, number 350 in the order of her protocol.

On 25 August 2003, and by means of a deed of merger by absorption issued before the Notary of Valencia, Mr. Francisco José Tornel López, with number 1792 of his protocol, **PROMOCIONES FAMOSA, S.A.** (the Absorbing Company), absorbed **FABRICAS AGRUPADAS DE MUÑECAS DE ONIL, S.A., FAMOSA COMERCIAL, S.A., Sole Shareholder Company, MANUFACTURAS QUIRÓN, S.A., FABRIPEL, S.A., Sole Shareholder Company, FAMOPLAY MOTORS, S.A., ONILCO INVOCACIÓN, S.A., INDUSTRIA COMPLEMENTARIA DE LA MUÑECA, S.A. and AGRÍCOLA CASA ALARCÓN, S.A., Sole Shareholder Company**, with the ensuing dissolution without liquidation of the absorbed companies.

**Inscribed** in the Mercantile Register of Alicante, volume 1284, book 0, folio 21 of the 8<sup>th</sup> section, sheet 5666, Inscription 1.


The Company has Tax Identification Code (C.I.F.) number **A-03053832**.

Acting by virtue of his position of **Secretary Non-Member** of the Company, a position he assures me that he currently holds, and to which he was appointed by agreement of the Board of Directors dated 14 September 2005, reflected in a public deed issued before me on 14 September 2005, with protocol number 3098, inscribed in the Mercantile Register where it gave rise to the 27<sup>th</sup> inscription.

In my view, the Secretary's representation faculties are **sufficient to formalise the company agreements documented in this deed.**

He assures me that the appointment remains valid and in force and that the company he represents subsists.

He is especially authorised to execute this deed, by agreement of the Ordinary General Meeting of the Company's Shareholders, held on 30 October

  
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2006, of a universal nature, as indicated in the certificate attached to this matrix, issued by the Secretary Non-Member Mr. Federico Merino Sanz with the Approval of the President Mr. Luis Gómez Sierra, whose signatures I consider legitimate and legitimise, by comparison with other indubitable ones that appear in my protocol.

3.- And of the Sole Member Company called "**PLUSH GAMES, S.L.**"; with address at El Oliveral Industrial Estate, calle A, Edificio Play by Play, Riba-Roza del Turia (Valencia); constituted for an indefinite period, by means of a deed issued before the Notary of Valencia, Mr. Vicente-L. Simó Santonja, on 20 November 2001, with protocol number 2356, inscribed in the Mercantile Register of Valencia, volume 7058, book 4361, folio 100, section 8, **sheet V-80918**, Inscription 1.

**C.I.F. number B-97-156319.**

Acting by virtue of his position of **Secretary Non-Member** of the Company, a position he assures me that he currently holds, and to which he was appointed by agreement of the Board of Directors dated 6 June 2006, reflected in a public deed issued before me on 6 June 2006, with protocol number 2170, duly inscribed.

He is especially authorised to execute this deed by agreement of the Ordinary General Meeting of the Company's Shareholders, held on 30 October 2006, of a universal nature, as indicated in the certificate attached to this matrix, issued by the Secretary Non-Member Mr. Federico Merino Sanz with the Approval of the President Mr. Luis Gómez Sierra, whose signatures I consider legitimate and legitimise, by comparison with other indubitable ones that appear in my protocol.

B) And **Mr. Manuel Rubiales Regordán**, as Joint Administrator of the following Companies:

Sole Member Company called "**JUGUETES FEBER INTERNATIONAL, S.L.**"; with registered address in Ibi (Alicante), Polígono Industrial Derramador, calle Albacete s/n; a company validly constituted under the Laws of the Kingdom of Spain, as a Public Limited Company (Sociedad Anónima), by virtue of the deed authorised by the Notary of Valencia Mr.

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Manuel Ángel Rueda Pérez, on 11 January 1994; **transformed into a Private Limited Company (Sociedad Limitada)**, by means of a deed issued before the Notary of Ibi Mr. Victor Calatayud Tormo, on 3 August 2005, with protocol number 2735, inscribed in the Mercantile Register of Alicante, volume 1696, folio 133, **sheet number A-26604.**

**With Tax Identification Code B-03905577.**


Mr. Manuel Rubiales Regordán was appointed Joint Administrator, together with Mr. Luis Gómez Sierra, for a period of **five years**, by agreement of the Extraordinary and Universal Shareholders Meeting, of 5 September 2006, reflected in a public deed issued before me on 5 September 2006, with protocol number 3154, giving rise to inscription 17 in the Mercantile Register, which refers to the above appointments, which are, **in my view, sufficient for the current merger by absorption documented in this deed.**

Mr. Rubiales assures me that the appointments remain valid and in force and that the jointly represented company subsists.

He is especially authorised to execute this deed by agreement of the Extraordinary General Meeting of the Company's Shareholders held on 30 October 2006, of a universal nature, **as indicated in the certificate attached to this matrix**, issued by the Joint Administrators Mr. Luis Gómez Sierra and Mr. Manuel Rubiales Regordán, whose signatures I consider legitimate and legitimise, by comparison with other indubitable ones that appear in my protocol.

2. - Of the Sole Member Company called "**NUEVA TRATAMIENTOS PLÁSTICOS, S.L.**"; with registered address in Ibi (Alicante), Polígono Industrial Casa Pau, s/n; a company validly constituted under the Laws of the Kingdom of Spain, by virtue of a deed authorised by the Notary of Valencia Mr. Joaquín Borrell García, on 27 December 1996, with protocol number 4668, inscribed in the Mercantile Register of Alicante, volume 1986, folio 116, **sheet A-41352, Inscription 1.**

**With Tax Identification Code B-53166256.**

  
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**REEL: 003673 FRAME: 0825**

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Mr. Manuel Rubiales Regordán, was appointed Joint Administrator together with Mr. Luis Gómez Sierra, for a **period of five years**, by agreement of the Extraordinary and Universal Shareholders Meeting, held on 5 September 2006, reflected in a public deed issued before me on 5 September 2006, with protocol number 3153, giving rise to inscription 9 in the Mercantile Register, which refers to the indicated appointments and consequently to their representation faculties, which are, in my view sufficient for the current merger by absorption documented in this deed.

He assures me that the appointments remain valid and in force and that the represented company subsists.

He is especially authorised to execute this deed by agreement of the Extraordinary General Meeting of the Company's Shareholders held on 30 October 2006, of a universal nature, as indicated in the certificate attached to this matrix, issued by the Joint Administrators Mr. Luis Gómez Sierra and Mr. Manuel Rubiales Regordán, whose signatures I consider legitimate and legitimise, by comparison with other indubitable ones that appear in my protocol.

3.- And of the Sole Member Company called "**CREATIVIDAD Y DISEÑO, S.L.**"; with registered address in Ibi (Alicante), Polígono Industrial Casa Pau, s/n; a company validly constituted in accordance with the Laws of the Kingdom of Spain, by virtue of the deed of spin-off authorised by the Notary of Valencia Mr. Joaquín Borrell García, on 18 November 2005, with protocol number 4.604, inscribed in the Mercantile Register of Alicante, volume 3024, folio 118, **sheet number A-97452, Inscription 1.**

**With Tax Identification Code B-54071501.**

Mr. Manuel Rubiales Regordán was appointed Joint Administrator, together with Mr. Luis Gómez Sierra, for an **indefinite period**, by agreement of the Extraordinary and Universal Shareholders Meeting, of 5 September 2006, reflected in a public deed issued before me on 5 September 2006, with protocol number 3156, giving rise to inscription 3 in the Mercantile Register, giving rise to inscription

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9 in the Mercantile Register, which refers to the above appointments, and consequently the representation faculties, which are, **in my view, sufficient for the current merger by absorption documented in this deed.**

Sr. Rubiales assures me that the appointments remain valid and in force and that the represented company subsists.

He is especially authorised to execute this deed by agreement of the Extraordinary General Meeting of the Company's Shareholders held on 30 October 2006, of a universal nature, **as indicated in the certificate attached to this matrix**, issued by the Joint Administrators Mr. Luis Gómez Sierra and Mr. Manuel Rubiales Regordán, whose signatures I consider legitimate and legitimise, by comparison with other indubitable ones that appear in my protocol.

**Mr. Luis Gómez Sierra**, Joint Administrator with Mr. Manuel Rubiales Regordán, of the following Sole Member Companies: "JUGUETES FEBER INTERNATIONAL, S.L.", "NUEVA TRATAMIENTOS PLÁSTICOS, S.L." , and "CREATIVIDAD Y DISEÑO, S.L." , expresses his consent for the execution of this deed by means of the signed declaration at the end of this document.

**IDENTIFICATION AND ACKNOWLEDGEMENT OF LEGAL CAPACITY: I**

identify the parties from their National Identity Documents, which they show to me and I return, and in my opinion, they have the necessary legal capacity to execute the present deed, as already qualified, and to this effect,

**DECLARE:**

I.- That in accordance with articles 234, 235 and 250 of the Ley de Sociedades Anónimas (Law on Public Limited Companies), the Administrators of the intervening Companies, "**INVERSIONES FADIVER, S.A.**", as the Absorbing Company, and **FABRICAS AGRUPADAS DE MUÑECAS DE ONIL, S.A.**, Sole Shareholder Company, **PLUSH GAMES, S.L.**, Sole Member Company, **JUGUETES FEBER INTERNATIONAL, S.L.**, Sole Member Company, **NUEVA**

  
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**REEL: 003673 FRAME: 0827**

TRATAMIENTOS PLÁSTICOS, S.L., Sole Member Company and CREATIVIDAD Y DISEÑO, S.L., Sole Member Company, as the Absorbed Companies, jointly drafted and signed on 6 October 2006, the Project for the Merger of the six Companies mentioned above. This **Merger Project** was signed by all the members of the Boards of Directors of the six Companies participating in the merger, whose signatures were legitimised by me on nine October 2006.

VIII. - And, in observance of all the foregoing, the intervening parties

### CLAUSES

#### ONE. - MERGER BY ABSORPTION.

The Company "INVERSIONES FADIVER, S.A.", FABRICAS AGRUPADAS DE MUÑECAS DE ONIL, S.A., Sole Shareholder Company, PLUSH GAMES, S.L., Sole Member Company, JUGUETES FEBER INTERNATIONAL, S.L., Sole Member Company, NUEVA TRATAMIENTOS PLÁSTICOS, S.L., Sole Member Company and CREATIVIDAD Y DISEÑO, S.L., Sole Member Company, are merged by means of the absorption of the last five by the first. Therefore, INVERSIONES FADIVER, S.A., acquires in block, by universal succession, the entire property of the five absorbed Companies, in compliance with the reference balance sheets for the merger, closed on the dates that figure in document V of this deed, leaving the absorbing Company fully subrogated in all rights and obligations deriving from the five absorbed Companies, without reservation, exception or restriction in compliance with the Law. All of the foregoing as derived from the respective merger agreements included in the certificates attached to this matrix, whose terms are deemed to be reproduced herein.

Consequently, the Companies: FÁBRICAS AGRUPADAS DE MUÑECAS DE ONIL, S.A., Sole Shareholder Company, PLUSH GAMES, S.L., Sole Member Company, JUGUETES FEBER INTERNATIONAL, S.L., Sole Member Company, NUEVA TRATAMIENTOS PLÁSTICOS, S.L. Sole Member Company and CREATIVIDAD Y DISEÑO, S.L. Sole Member Company are dissolved and

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extinguished without liquidation, and disappear from legal traffic while "INVERSIONES FADIVER, S.A." continues as the subrogated company in everything that constitutes the property, activities and business of the former companies, for accounting purposes as of 1 May 2006.

Therefore, "INVERSIONES FADIVER, S.A.", acquires each and every element of the property of the five absorbed Companies, with the transfer in block to the absorbing Company of the above businesses.

It has been agreed to change the company name from "INVERSIONES FADIVER, S.A." to "FABRICAS AGRUPADAS DE MUÑECAS DE ONIL, S.A.".

**NINE. - PARTIAL INSCRIPTION:** In compliance with the provisions of the Mercantile Register Regulations, the intervening parties expressly ask for the partial inscription of the present deed in case any of the clauses, or events, acts or legal business contained herein subject to inscription, should have any flaw, in the view of the Registrar, which could impede such inscription.

### EXECUTION AND AUTHORISATION

The parties declare that this is their will and that it is freely executed.

I made the legal reservations and warnings, referring to registration and taxation, and in relation to the latter, those contained in article 114-2 of the transfer tax and stamp duty Regulations.

I especially warn of the compulsory nature of inscribing this deed in the Mercantile Register of the company's registered address within two months counting from the date of this deed.

Likewise, I formulate the legal reservations concerning article 5 of Ley Orgánica (Organic Law) 15/1999 on the Personal Data Protection.

I allow the intervening parties to read this deed, following their request after being informed of the option provided in article 193 of Notary Regulations. In the

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knowledge, as they tell me, having read and listened to my verbal explanations, the intervening parties express their consent with the content of this deed, and sign it together with me, the Notary.

I, the Notary, do certify the identity of the intervening parties, that in my opinion they have capacity and legitimacy to execute this deed, that consent has been freely given and the execution of this deed complies with the law and the duly informed will of the executors or intervening parties.


I, the Notary, likewise certify the full content of this deed, issued on eighteen folios of Stamped Sate paper of exclusive use for notary documents, series 7Q, numbers 8806802, 8806803, 8806804, 8806805, 8806806, 8806807, 8806808, 8806809, 8806810, 8806811, 8806812, 8806813, 8806814, 8806815, 8806816, 8806817, 8806818, and this one.

Followed by the signatures of the intervening parties.

Signed: Manuel Richi Alberti.

Signatures.

Stamped.

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**REEL: 003673 FRAME: 0830**

THIS IS THE FIFTY THIRD EXACT PARTIAL COPY OF THE MATRIX WHERE IT IS ANNOTATED, WITHOUT ANYTHING FROM WHAT IS OMITTED CONTAINING ANYTHING THAT WOULD LIMIT, RESTRICT, OR CONTRADICT WHAT IS TRANSCRIBED IN THE REST; FOR THE COMPANY "FABRICAS AGRUPADAS DE MUÑECAS DE ONIL, S.A." ISSUED, WITH NO EFFICIENCY FOR EXECUTIVE PURPOSES, ON TEN FOLIOS OF STAMPED STATE PAPER OF EXCLUSIVE USE FOR NOTARY DOCUMENTS, SERIES 7Z, NUMBERS 5529464, THE EIGHT PRECEDING ONES IN DECREASING CORRELATIVE ORDER, AND THE PRESENT ONE, IN MADRID, ON NINETEEN JUNE TWO THOUSAND AND SEVEN. I WITNESS.

[Notary Stamp]

[Stamp of MANUEL RICHI ALBERTI – MADRID NOTARY]


[Illegible signature]

  
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<p>Yo, Diana Mendieta Cantador, Intérprete Jurado de Inglés, certifico que la que antecede es una traducción fiel y completa al inglés de un documento redactado en español. En Madrid, a 29 de agosto de 2007.</p>	<p>I, Diana Mendieta Cantador, Sworn English Translator, hereby certify that this document is an accurate and complete translation into English of a document written in Spanish. Madrid, August 29<sup>th</sup>, 2007.</p>
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