

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/18/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Tyco Healthcare Retail Group, Inc.		04/18/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	First Quality Retail Services, LLC
Street Address:	80 Cuttermill Road, Suite 500
City:	Great Neck
State/Country:	NEW YORK
Postal Code:	11021
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 37**

Property Type	Number	Word Mark
Registration Number:	2091046	ULTRA FITS
Registration Number:	1444799	DRY 'N CLEAN
Registration Number:	2016080	NITETIME
Registration Number:	1867961	OMNI-ODOR-GUARD
Registration Number:	2691675	COMFORT DAYS
Registration Number:	2744352	SLEEP OVERS
Registration Number:	2637468	PURE COMFORT
Registration Number:	2770377	SLEEP PANTS
Registration Number:	2933973	FEEL THE REAL DIFFERENCE
Registration Number:	2865115	RUNAROUNDS
Registration Number:	2946658	OPTIONS
Registration Number:	2929678	SURECHOICE
Registration Number:	2921568	SUREDRIY

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Registration Number:	2963534	CRADLERS
Registration Number:	2945128	SOFT-FIT
Registration Number:	2881831	TRUE COMFORT COMES FROM TRUE CHOICE
Registration Number:	3202796	FLEX-FIT
Registration Number:	3195135	TEACH AND CHANGE
Serial Number:	78216757	DFC
Serial Number:	78309558	UNDIE-FIT
Serial Number:	78340636	EXPLORERS
Serial Number:	78368455	EXPLORERS
Serial Number:	78622050	KNOW & GO
Serial Number:	78622064	TRAIN & GO
Serial Number:	78659455	WOBBLESTRETCH
Serial Number:	78659457	GLOW N GROW
Serial Number:	78742228	CLEAN CATCH
Serial Number:	78773809	EASY-FIND
Serial Number:	78790923	SLEEP TITES
Serial Number:	78794459	WOBBLEROOM
Serial Number:	78794455	A TON OF FUN FOR YOUR LITTLE ONE!
Serial Number:	78842890	POOL PACK
Serial Number:	78864405	SIMPLY SHINE
Serial Number:	78864418	SIMPLY SPARKLE
Serial Number:	78907588	CREATING A DRIER WORLD
Serial Number:	77068160	
Serial Number:	77079683	RUNABOUTS

**CORRESPONDENCE DATA**

Fax Number: (212)336-8001

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

Phone: 212-336-8000

Email: ptodocket@arelaw.com

Correspondent Name: Kenneth P. George, Esq.

Address Line 1: 90 Park Avenue

Address Line 2: AMSTER, ROTHSTEIN & EBENSTEIN LLP

Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER: 34315/7

NAME OF SUBMITTER: Holly Pekowsky

Signature:	/Holly Pekowsky/
Date:	05/15/2008
<b>Total Attachments: 3</b> source=Merger of Tyco Healthcare Retail Group into First Quality Retail Services#page1.tif source=Merger of Tyco Healthcare Retail Group into First Quality Retail Services#page2.tif source=Merger of Tyco Healthcare Retail Group into First Quality Retail Services#page3.tif	

# Delaware

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:

"TYCO HEALTHCARE RETAIL GROUP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "FIRST QUALITY RETAIL SERVICES, LLC" UNDER THE NAME OF "FIRST QUALITY RETAIL SERVICES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF APRIL, A.D. 2008, AT 2:32 O'CLOCK P.M.

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



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6533647

DATE: 04-18-08

TRADEMARK  
REEL: 003777 FRAME: 0617

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:11 PM 04/18/2008  
FILED 02:32 PM 04/18/2008  
SRV 080449304 - 4493388 FILE

**CERTIFICATE OF MERGER**  
**OF**  
**TYCO HEALTHCARE RETAIL GROUP, INC.**  
**INTO**  
**FIRST QUALITY RETAIL SERVICES, LLC**

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Pursuant to Section 18-209 of the Limited Liability  
Company Act of the State of Delaware and Section 264 of  
the General Corporation Law of the State of Delaware

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**FIRST:** The name and jurisdiction of formation or organization and domicile of each of the constituent entities is: First Quality Retail Services, LLC, a Delaware limited liability company (the "LLC") and Tyco Healthcare Retail Group, Inc., a Delaware corporation (the "Corporation").

**SECOND:** The LLC and the Corporation have entered into a Purchase Agreement and Plan of Merger, dated as of December 14, 2007 (the "Merger Agreement"), providing for the merger of the Corporation with and into the LLC pursuant to Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA") and Section 264 of the General Corporation Law of the State of Delaware (the "DGCL"). The Merger Agreement has been approved, adopted, certified, executed and acknowledged in accordance with Sections 18-204 and 18-209 of the DLLCA, in the case of the LLC, and Sections 103 and 264 of the DGCL, in the case of the Corporation.

**THIRD:** First Quality Retail Services, LLC shall be the surviving entity of the merger (the "Surviving LLC").

**FOURTH:** The Merger Agreement is on file at an office of the Surviving LLC at 80 Cuttermill Road, Suite 500, Great Neck, New York 11021. A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of the LLC or to any stockholder of the Corporation.

*[Remainder of Page Intentionally Left Blank.]*

IN WITNESS WHEREOF, the Surviving LLC has caused this Certificate of Merger to be duly executed this 18<sup>th</sup> day of April, 2008.

FIRST QUALITY RETAIL SERVICES, LLC

By: /s/ Kambiz Damaghi

Name: Kambiz Damaghi

Title: Authorized Person