

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/20/2008		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	MEGA Brands America, Inc.		03/20/2008
			CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	MEGA Brands America, Inc.		
Street Address:	6 Regent Street		
City:	Livingston		
State/Country:	NEW JERSEY		
Postal Code:	07039		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	78827713	FUZZY ART
CORRESPONDENCE DATA			
Fax Number:	(212)370-1819		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212 661 1400		
Email:	ddonnelly@vonmaltitz.com		
Correspondent Name:	Diane Donnelly		
Address Line 1:	von Maltitz, Derenberg, Kunin et al		
Address Line 2:	60 East 42nd Street, Suite 2446		
Address Line 4:	New York, NEW YORK 10165		
ATTORNEY DOCKET NUMBER:	7262/236		
NAME OF SUBMITTER:	Diane Donnelly		

OP \$40.00 78827713

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Signature:	/Diane Donnelly/
Date:	07/16/2009
Total Attachments: 3 source=MEGA merger certificate#page1.tif source=MEGA merger certificate#page2.tif source=MEGA merger certificate#page3.tif	

**CERTIFICATE OF MERGER
OF
MEGA BRANDS AMERICA, INC.
AND
ROSE ART INDUSTRIES LLC**

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:
 - (i) MEGA Brands America, Inc., a corporation formed under the laws of the State of New Jersey; and
 - (ii) Rose Art Industries LLC, a limited liability company formed under the laws of the State of Delaware .
2. An Agreement and Plan of Merger, dated as of March 20, 2008, by and between MEGA Brands America, Inc. and Rose Art Industries LLC, has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act.
3. The name of the surviving corporation in the merger herein certified is MEGA Brands America, Inc., which will continue its existence as said surviving corporation, under its present name, upon the effective date of said merger pursuant to the provisions of the Delaware Limited Liability Company Act.
4. The effective time of the merger shall be effective upon the last to occur of (i) the filing of the Certificate of Merger with the New Jersey Secretary of State; and (ii) the filing of the Certificate of Merger with the Delaware Secretary of State.
5. The executed Agreement and Plan of Merger between the aforesaid constituent business entities is on file at the following place of business of the aforesaid surviving corporation:

MEGA Brands America, Inc.
6 Regent Street
Livingston, New Jersey 07039
USA
6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request and without cost, to any member of Rose Art Industries LLC.
7. The surviving corporation agrees that it may be served with process in the State of

Delaware in any action, suit or proceeding for the enforcement of any obligation of Rose Art Industries LLC and irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such action, suit or proceeding, a copy of which shall be mailed by the Delaware Secretary of State to the address below:

MEGA Brands America, Inc.
6 Regent Street
Livingston, New Jersey 07039
USA

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Executed on this 20th day of March, 2008.

MEGA BRANDS AMERICA, INC.,

By: 

Name: Alain Tanguay

Title: Vice President

NEWYORK (80997.1

RECORDED: 07/16/2009

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