

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/30/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KIDROBOT, INC.		09/30/2009	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	KIDROBOT, INC.		
Street Address:	56 West 22nd Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Serial Number:	78826924	KID ROBOT	
Serial Number:	78711231	MUNNY	
Serial Number:	78290452	KIDROBOT	
Serial Number:	77735790	YA!TOYS	
Serial Number:	77735773	YA!TOYS	
Serial Number:	77686575	BEAUTIFUL PLASTIC	
Serial Number:	77487200	ZOOMIES	
Serial Number:	77417680	KIDROBOT	
Serial Number:	77693306	DUNNY	
Serial Number:	77487173	ZOOMIES	
Serial Number:	77417661	KIDROBOT	
Serial Number:	77487125	ZOOMIES	
Serial Number:	77487149	ZOOMIES	

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TRADEMARK
REEL: 004086 FRAME: 0964

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Serial Number:	77287007	KIDROBOT
Serial Number:	77487187	ZOOMIES
Serial Number:	78496819	DUNNY

CORRESPONDENCE DATA

Fax Number: (310)824-9696

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

Phone: 310-824-5555

Email: docketla@fulpat.com

Correspondent Name: Katherine L. McDaniel

Address Line 1: 6060 Center Drive, Tenth Floor

Address Line 2: Fulwider Patton LLP

Address Line 4: Los Angeles, CALIFORNIA 90045

ATTORNEY DOCKET NUMBER:	KIDRO-76866
NAME OF SUBMITTER:	Katherine L. McDaniel
Signature:	/KLM/
Date:	10/28/2009

Total Attachments: 4

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State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT - 2 2009

Debra Bowen

DEBRA BOWEN
Secretary of State

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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

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PAGE 1

Delaware

The First State

I, JEFFREY W. BULLOCK, 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:

"KIDROBOT, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "KIDROBOT, INC." UNDER THE NAME OF "KIDROBOT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2009, AT 5:01 O'CLOCK P.M.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7558777

DATE: 09-30-09

TRADEMARK
REEL: 004086 FRAME: 0967

**CERTIFICATE OF MERGER
OF
KIDROBOT, INC.,
a California corporation
WITH AND INTO
KIDROBOT, INC.,
a Delaware corporation**

**Pursuant to Section 252 of the
General Corporation Law of the State of Delaware**

Kidrobot, Inc., a Delaware corporation (the "Surviving Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of KidRobot, Inc., a California corporation (the "Disappearing Corporation"), with and into Surviving Corporation, with Surviving Corporation remaining as the surviving corporation of the Merger:

- FIRST:** Surviving Corporation is a Delaware corporation incorporated pursuant to the General Corporation Law of the State of Delaware. Disappearing Corporation is a California corporation incorporated pursuant to the General Corporation Law of the State of California. Surviving Corporation and Disappearing Corporation are the constituent corporations in the Merger.
- SECOND:** An Agreement of Merger between Surviving Corporation and Disappearing Corporation setting forth the terms and conditions of the Merger has been approved, adopted, certified, executed and acknowledged in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.
- THIRD:** The name of the Surviving Corporation shall be the name of the surviving corporation in the Merger.
- FOURTH:** Upon the effectiveness of the Merger, the certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the surviving corporation.
- FIFTH:** The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, located at 660 Alabama Street, San Francisco, California 94110.
- SIXTH:** A copy of the executed Agreement of Merger will be furnished by Surviving Corporation, on request and without cost, to any stockholder or member of any constituent corporation of the Merger.

SEVENTH: The authorized capital stock of the Disappearing Corporation consists of a total of 15,000,000 shares comprised of (i) 10,000,000 shares of Common Stock and (ii) 5,000,000 shares of Preferred Stock, of which 144,286 shares are designated as Series A Convertible Preferred Stock and of which 550,577 shares are designated as Series B Convertible Preferred Stock

EIGHTH This Certificate of Merger and the Merger shall be effective at the time and on the date this Certificate of Merger is filed with the Delaware Secretary of State.

IN WITNESS WHEREOF, Surviving Corporation has caused this Certificate to be duly executed as of September 30, 2009.

KIDROBOT, INC.,

By: Diego Marchioni
Diego Marchioni, Chief Executive
Officer

