

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CHANGE OF NAME |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------|----------|----------------|---------------------|
| 4541162 CANADA INC. | | 05/20/2010 | CORPORATION: CANADA |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------------|
| Name: | MEGA BRANDS INNOVATIONS INC. |
| Street Address: | 4505 HICKMORE |
| City: | MONTREAL |
| State/Country: | CANADA |
| Postal Code: | H4T 1K4 |
| Entity Type: | CORPORATION: CANADA |

PROPERTY NUMBERS Total: 46

| Property Type | Number | Word Mark |
|----------------------|----------|--------------------------|
| Registration Number: | 2818454 | ALIEN AGENCY |
| Registration Number: | 3385965 | AUBRETIA |
| Registration Number: | 2856912 | BLOCK BUDDIES |
| Registration Number: | 2908091 | BLOK BOTS |
| Serial Number: | 77727072 | CARBON SERIES |
| Registration Number: | 3610451 | CREATIVITY TO THE RESCUE |
| Registration Number: | 3093861 | DISCOVERY PARK |
| Registration Number: | 3298417 | DRAGONS |
| Serial Number: | 77818691 | DRAGONS UNIVERSE |
| Serial Number: | 77943952 | DRAGONS UNIVERSE |
| Registration Number: | 2931890 | ELEMENTALS |
| Registration Number: | 3127623 | FAST TRACKS |
| Registration Number: | 2839258 | GYRORACERS |
| Registration Number: | 2826582 | HANGAR 18 |

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**TRADEMARK
 REEL: 004212 FRAME: 0770**

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|----------------------|----------|-------------------------|
| Registration Number: | 3331786 | ICOASTER |
| Registration Number: | 2870547 | JUST BUILD |
| Registration Number: | 3382476 | LEANDRA |
| Registration Number: | 3277023 | LINXTERS |
| Registration Number: | 3199744 | MAGTASTIK |
| Registration Number: | 3392927 | MAG-WARRIORS |
| Registration Number: | 2102250 | MEGA |
| Registration Number: | 1464722 | MEGA BLOKS |
| Registration Number: | 2142361 | MEGA BLOKS |
| Registration Number: | 1468445 | MEGA BLOKS |
| Serial Number: | 78795855 | MEGA BRANDS |
| Serial Number: | 78978069 | MEGA |
| Serial Number: | 78978058 | MEGA |
| Registration Number: | 2872723 | MEGA PLAY |
| Registration Number: | 2839111 | MEGA PLAY! |
| Registration Number: | 3733721 | MEGA PUZZLES |
| Registration Number: | 3211852 | METAL AGES |
| Registration Number: | 3374300 | MYSTIC BABIES |
| Registration Number: | 3382516 | NEO SHIFTERS |
| Serial Number: | 77708707 | PIRATE QUEST |
| Registration Number: | 3024381 | POCKET BLOCKS |
| Registration Number: | 1990951 | PROBUILDER |
| Registration Number: | 1636999 | RITVIK |
| Registration Number: | 2841820 | SECURE THE FUTURE |
| Registration Number: | 3445754 | SITARA |
| Registration Number: | 3674270 | STREETZ |
| Registration Number: | 3573636 | STRUXX |
| Registration Number: | 3103555 | SUPER TECH HEROES |
| Registration Number: | 2762588 | TINY 'N TUFF |
| Registration Number: | 3595612 | TINY 'N TUFF BUILDABLES |
| Registration Number: | 3341525 | WONDER COASTER |
| Registration Number: | 3524702 | WONDERBUILDERS |

CORRESPONDENCE DATA

Fax Number: (514)904-8101

TRADEMARK
REEL: 004212 FRAME: 0771

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

Email: ipmtl@osler.com
Correspondent Name: S. Aguilar
Address Line 1: 1000 de la Gauchetiere St. West
Address Line 2: Suite 2100
Address Line 4: Montreal, CANADA h3b4w5

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|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 1107079(MEGA_TM) |
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DOMESTIC REPRESENTATIVE

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

| | |
|--------------------|---------------|
| NAME OF SUBMITTER: | Sofia Aguilar |
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| Signature: | /Sofia Aguilar/ |
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| Date: | 05/25/2010 |
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Total Attachments: 2
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Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

MEGA Brands Innovations Inc.

Corporate name / Dénomination sociale

454116-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Aissa Aomari

Deputy Director / Directeur adjoint

2010-05-20

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)

Canada

TRADEMARK

REEL: 004212 FRAME: 0773



Articles of Amendment

(Section 27 or 177 of the Canada Business Corporations Act (CBCA))

Form 4

Instructions

Any changes in the articles of the corporation must be made in accordance with section 27 or 177 of the CBCA.

A: If an amendment involves a change of corporate name (including the addition of the English or French version of the corporate name), the new name must comply with sections 10 and 12 of the CBCA as well as part 2 of the regulations, and the Articles of Amendment must be accompanied by a Canada-based NUANS® search report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a NUANS® search.

D: Any other amendments must correspond to the paragraphs and subparagraphs referenced in the articles being amended. If the space available is insufficient, please attach a schedule to the form.

Declaration

This form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in Personal Information Bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 266 of the CBCA is permitted under the Privacy Act.

If you require more information, please consult our website at www.corporationscanada.gc.ca or contact us at 613-941-5042 (Ottawa region), toll-free at 1-866-333-5555 or by email at corporationscanada@ic.gc.ca.

Prescribed Fees

- Corporations Canada Online Filing Centre: \$200
- By mail or fax: \$200 paid by cheque payable to the Receiver General for Canada or by credit card (American Express®, MasterCard® or Visa®).

Important Reminders

Changes of registered office address and/or mailing address:

Complete and file Change of Registered Office Address (Form 3).

Changes of directors or changes of a director's address:

Complete and file Changes Regarding Directors (Form 6).

These forms can be filed electronically, by mail or by fax free of charge.

File documents online:

Corporations Canada Online Filing Centres:
www.corporationscanada.gc.ca

Or send documents by mail:

**Director General,
Corporations Canada
Jean Edmonds Tower South
8th Floor
385 Laurier Ave. West
Ottawa ON K1A 0G8**

By Facsimile:
613-941-0999

| | |
|----------|-------------------------|
| 1 | Corporation name |
| | 4541162 CANADA INC. |

| | |
|----------|---------------------------|
| 2 | Corporation number |
| | 454116-2 |

| | |
|----------|---|
| 3 | The articles are amended as follows: (Please note that more than one section can be filled out) |
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| | |
|-----------|--|
| A: | The corporation changes its name to: MEGA Brands Innovations Inc. |
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|-----------|---|
| B: | The corporation changes the province or territory in Canada where the registered office is situated to: (Do not indicate the full address) |
|-----------|---|

| | |
|-----------|--|
| C: | The corporation changes the minimum and/or maximum number of directors to: (For a fixed number of directors, please indicate the same number in both the minimum and maximum options) |
| | minimum: _____ maximum: _____ |

| | |
|-----------|--|
| D: | Other changes: (e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) Please specify. |
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| 4 | Declaration |
|----------|--------------------|

I hereby certify that I am a director or an officer of the corporation.



SIGNATURE

Peter Ferrante (514) 333-5555

PRINT NAME TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Canada

IC 3069 (2006/12)

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