

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/30/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MEGA Brands Innovations Inc.		04/30/2011	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	MEGA Brands Inc.
Street Address:	4505 Hickmore
City:	Montreal
State/Country:	CANADA
Postal Code:	H4T 1K4
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 42

Property Type	Number	Word Mark
Serial Number:	77943952	DRAGONS UNIVERSE
Serial Number:	85051781	GAMETOUCH
Serial Number:	78795855	MEGA BRANDS
Serial Number:	85019738	MEGA GAMES
Serial Number:	78978069	MEGA
Serial Number:	78978058	MEGA
Serial Number:	77708707	PIRATE QUEST
Registration Number:	3385965	AUBRETIA
Registration Number:	2856912	BLOCK BUDDIES
Registration Number:	2908091	BLOK BOTS
Registration Number:	3971835	BLOK SQUAD
Registration Number:	3971836	BLOK SQUAD
Registration Number:	3610451	CREATIVITY TO THE RESCUE

OP \$1065.00 77943952

Registration Number:	3093861	DISCOVERY PARK
Registration Number:	3298417	DRAGONS
Registration Number:	3951667	DRAGONS UNIVERSE
Registration Number:	3127623	FAST TRACKS
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:	1468445	MEGA BLOKS
Registration Number:	2142361	MEGA BLOKS
Registration Number:	2872723	MEGA PLAY
Registration Number:	3733721	MEGA PUZZLES
Registration Number:	3211852	METAL AGES
Registration Number:	3374300	MYSTIC BABIES
Registration Number:	3382516	NEO SHIFTERS
Registration Number:	3024381	POCKET BLOCKS
Registration Number:	1990951	PROBUILDER
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: (212)370-1819
Phone: 212 661 1400
Email: ddonnelly@vonmaltitz.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

TRADEMARK
REEL: 004662 FRAME: 0357

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: 7260

DOMESTIC REPRESENTATIVE

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

NAME OF SUBMITTER: Diane Donnelly

Signature: /Diane Donnelly/

Date: 11/17/2011

Total Attachments: 4
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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

MEGA Brands Inc.

Corporate name / Dénomination sociale

784000-4

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2011-04-30

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)



Industry Canada / Industrie Canada

Canada English / Corporation Act (CBCA) / Loi canadienne sur les sociétés par actions (LCSA)

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 - Name of the Amalgamated Corporation: MEGA Brands Inc. / Dénomination sociale de la société issue de la fusion

2 - The province or territory in Canada where the registered office is to be situated (do not indicate the full address): Quebec / La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

3 - The classes and any maximum number of shares that the corporation is authorized to issue: An unlimited number of Common Shares and Preferred Shares, issuable in series, all without par value. See Attached Schedule A, forming an integral part of these articles of amalgamation. / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 - Restrictions, if any, on share transfers: N/A / Restrictions sur le transfert des actions, s'il y a lieu

5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes): Minimum: 3 Maximum: 15 / Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)

6 - Restrictions, if any, on business the corporation may carry on: N/A / Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 - Other provisions, if any: The directors of the Corporation may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of the Corporation, provided that the total number of directors so appointed by the directors shall not exceed one-third of the number of directors elected at the previous annual meeting of the shareholders of the Corporation. / Autres dispositions, s'il y a lieu

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183: [] 184(1): [X] 184(2): []

9 - Declaration: I hereby certify that I am a director or an officer of the corporation. / Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Table with 3 columns: Name of the amalgamating corporations, Corporation No., and Signature. Rows include MEGA Brands Inc. and MEGA Brands Innovations Inc.

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Note: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

SCHEDULE A

The Preferred Shares and the Common Shares shall respectively carry and be subject to the following rights, privileges, restrictions and conditions:

1. PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class shall be as follows:

- 1.1 **Issue in series.** The Preferred Shares shall be issuable in series and the board of directors of the Corporation shall have the right, from time to time, to fix the number of, and to determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series subject to the limitations, if any, set out in the articles of the Corporation.
- 1.2 **Dividends.** The holders of any series of the Preferred Shares shall be entitled to receive in priority to the holders of shares of any other class of the Corporation ranking subordinate to the Preferred Shares, as and when declared by the board of directors of the Corporation, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such Preferred Shares form part.
- 1.3 **Liquidation, dissolution or winding-up.** Upon any liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs, before any amount shall be paid to or any assets distributed among the holders of shares of any other class of the Corporation ranking subordinate to the Preferred Shares, the holders of the Preferred Shares shall be entitled to receive with respect to the shares of each series thereof all amounts which may be provided in the articles of the Corporation to be payable thereon in respect of return of capital, premium and dividends remaining unpaid, including all cumulative dividends, whether or not declared. After payment to the holders of the Preferred Shares of the amounts provided in the articles of the Corporation to be payable to them, they shall not be entitled to share in any further distribution of the assets of the Corporation.
- 1.4 **Voting rights.** Subject to the provisions of the *Canada Business Corporations Act*, the holders of the Preferred Shares shall not be entitled to receive any notice of or attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting.
- 1.5 **Class vote.** The holders of the Preferred Shares shall not be entitled to vote separately as a class and, unless the articles of the Corporation otherwise provide, the holders of any series of the Preferred Shares shall not be entitled to vote.

separately as a series, in the case of an amendment to the articles of the Corporation referred to in paragraphs 176(1)(a), 176(1)(b) and 176(1)(e) of the *Canada Business Corporations Act*.

- 1.6 **Procedures at shareholders' meetings.** Any meeting of shareholders at which the holders of the Preferred Shares are required or entitled by law to vote separately as a class or as a series shall, unless the articles of the Corporation otherwise provide, be called and conducted in accordance with the provisions of the *Canada Business Corporations Act*, as supplemented by the by-laws of the Corporation. At any such meeting such holders of Preferred Shares shall be entitled to one vote for each share held.

2. COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

- 2.1 **Dividends.** After payment to the holders of the Preferred Shares and the holders of any other class of shares ranking ahead of the Common Shares, the holders of the Common Shares shall be entitled to receive, as and when declared by the board of directors out of the moneys of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable at such times as the board of directors shall determine.
- 2.2 **Liquidation, dissolution or winding-up.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, after payment to the holders of the Preferred Shares and the holders of any other class of shares of the Corporation ranking ahead of the Common Shares of the amounts which they are entitled to receive in any such event, the remaining assets of the Corporation shall be paid to or distributed equally and rateably among the holders of the Common Shares.
- 2.3 **Voting rights.** Each common share of the Corporation shall entitle the holder thereof to one vote at any meeting of shareholders.