

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/27/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	Amscan Holdings, Inc.		07/27/2012
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Party City Holdings Inc.		
Street Address:	80 Grasslands Road		
City:	Elmsford		
State/Country:	NEW YORK		
Postal Code:	10523		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	4197137	SCENE SETTERS
CORRESPONDENCE DATA			
Fax Number:	9142880023		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	914.821.9073		
Email:	tmdocket@leasonellis.com, dorman@leasonellis.com		
Correspondent Name:	Michelle Dorman		
Address Line 1:	One Barker Ave, Fifth Floor		
Address Line 4:	White Plains, NEW YORK 10601		
ATTORNEY DOCKET NUMBER:	00715/307018-US0		
NAME OF SUBMITTER:	Michelle Dorman		
Signature:	/michelle dorman/		

OP \$40.00 4197137

Date:

09/20/2012

Total Attachments: 4

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# Delaware

PAGE 1

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:

"AMSCAN HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "PARTY CITY HOLDINGS INC." UNDER THE NAME OF "PARTY CITY HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2012, AT 12:16 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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120879422

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

*Jeffrey W. Bullock*  
 Jeffrey W. Bullock, Secretary of State  
 AUTHENTICATION: 9740176

DATE: 07-27-12

STATE of DELAWARE

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CERTIFICATE OF MERGER

OF

AMSCAN HOLDINGS, INC.

WITH AND INTO

PARTY CITY HOLDINGS INC.

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Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned corporation has executed this Certificate of Merger and does hereby certify that:

1. The constituent corporations participating in the merger herein certified (the "Merger") are:

<u>Name of Constituent Corporation</u>	<u>State of Incorporation</u>
Amscan Holdings, Inc.	Delaware
Party City Holdings Inc.	Delaware

2. An Agreement and Plan of Merger, dated as of the date hereof, by and among Amscan Holdings, Inc. and Party City Holdings Inc. (the "Merger Agreement"), providing for, among other things, the Merger, has been approved, adopted, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 251 of the DGCL.

3. The surviving corporation of the Merger (the "Surviving Corporation") shall be Party City Holdings Inc., which will continue its existence under the name "Party City Holdings Inc."

4. Upon the effectiveness of the Merger and by reason of the Merger, the Certificate of Incorporation of Party City Holdings Inc. shall be its Certificate of Incorporation as in effect immediately prior to the effectiveness of the Merger.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

Party City Holdings Inc.  
80 Grasslands Road  
Elmsford, NY 10523

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent corporations.

7. The Merger is to become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

*{Remainder of Page Intentionally Left Blank}*

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this  
27 day of July, 2012.

PARTY CITY HOLDINGS INC.

By Gerald C. Rittenberg  
Name: Gerald C. Rittenberg  
Title: Chief Executive Officer

(SIGNATURE PAGE TO CERTIFICATE OF MERGER)