

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/22/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kiddopotamus & Company		11/22/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Summer Infant (USA), Inc.
Street Address:	1275 Park East Drive
City:	Woonsocket
State/Country:	RHODE ISLAND
Postal Code:	02895
Entity Type:	CORPORATION: RHODE ISLAND

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2456498	BABY SHADE
Registration Number:	2827695	SWADDLEME

CORRESPONDENCE DATA

Fax Number: 6174430004
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 6174439292
 Email: trademarks@sunsteinlaw.com
 Correspondent Name: Steven A. Abreu
 Address Line 1: 125 Summer Street
 Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	3637/200
NAME OF SUBMITTER:	Steven A. Abreu

Signature:	/Steven Abreu/
Date:	02/15/2013
Total Attachments: 11 source=2010 Merger Summer Kiddo RI Filed#page1.tif source=2010 Merger Summer Kiddo RI Filed#page2.tif source=2010 Merger Summer Kiddo RI Filed#page3.tif source=2010 Merger Summer Kiddo RI Filed#page4.tif source=2010 Merger Summer Kiddo RI Filed#page5.tif source=2010 Merger Summer Kiddo RI Filed#page6.tif source=2010 Merger Summer Kiddo RI Filed#page7.tif source=2010 Merger Summer.Kiddo. DE.Filed#page1.tif source=2010 Merger Summer.Kiddo. DE.Filed#page2.tif source=2010 Merger Summer.Kiddo. DE.Filed#page3.tif source=2010 Merger Summer.Kiddo. DE.Filed#page4.tif	

CORPORATION SERVICE COMPANY

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5th Floor
84 State Street
Boston, MA 02109-2202
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Matter# 093902.010800

Order# 585145-5

Project Id :

Order Date 11/22/2010

Entity Name: SUMMER INFANT (USA), INC.

Jurisdiction: RI - Secretary of State

Request for: Domestic Merger Filing

File Date: 11/22/2010

Result: Filed

Ordered by KEDRON OBERNDORF at GREENBERG TRAURIG, LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Robert Branch
rbranch@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

158114

Filing Fee: See Instructions

ID Number: 000158114



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2010 NOV 22 PM 1:16

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION

ARTICLES OF MERGER OR CONSOLIDATION INTO
Summer Infant (USA), Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Summer Infant (USA), Inc. and Kiddopotamus & Company.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Summer Infant (USA), Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: N/A

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: N/A

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED

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BY 131653 1:16

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is Kiddopotamus & Company

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) Nov 12, 2012.

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Summer Infant (USA), Inc.
Print Entity Name

By: [Signature] Director & CEO
Name of person signing Jason Macari Title of person signing

By: _____
Name of person signing Title of person signing

Kiddopotamus & Company
Print Entity Name

By: [Signature] Director & CEO
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") is dated as of November 12, 2010 by and between SUMMER INFANT (USA), INC., a Rhode Island corporation (hereinafter referred to as the "**Surviving Corporation**") and KIDDOPOTAMUS & COMPANY, a Delaware corporation (hereinafter referred to as the "**Merged Corporation**") (the Merged Corporation and the Surviving Corporation are hereinafter collectively referred to as the "**Constituent Entities**").

W I T N E S S E T H:

WHEREAS, the Merged Corporation is duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Surviving Corporation is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the respective stockholders of the Constituent Entities deems it advisable and in the best interests of the Constituent Entities that the Merged Corporation be merged into the Surviving Company under and pursuant to Section 7-1.2-1004 and 1006 of the Rhode Island Business Corporation Act, and Sections 252 and 253 General Corporation Law of the State of Delaware; and

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Entities agree as follows:

1. Merger. The Merged Corporation shall merge with and into the Surviving Company, which shall be the surviving company of the merger (the "**Merger**"), upon filing of the Articles of Merger to be filed with the Secretary of State of Rhode Island and the Secretary of State of Delaware (the "**Effective Date**").

2. Terms and Conditions. On the Effective Date of the Merger, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the Merged Corporation, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the Merger. The identity, existence, purposes, powers,

objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger and the identity, existence, purposes, powers, objects, franchises, rights and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

3. Conversion of Shares. The manner and basis of converting the shares of the Merged Corporation into the interests of the Surviving Corporation are as follows:

(a) Each share of common stock of the Merged Corporation that is issued and outstanding on the Effective Date of the Merger shall be canceled and no payment shall be made with respect thereto.

(b) Each share of stock of the Surviving Corporation that is outstanding on the Effective Date of the Merger shall remain outstanding.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect on the date of the Merger shall continue to be its Articles of Incorporation following the Effective Date of Merger.

5. Purposes of Surviving Corporation. The purposes set forth in the Articles of Incorporation of the Surviving Corporation, as in effect on the date of the Merger, shall continue in full force and effect as the purposes of the Surviving Corporation following the Effective Date of the Merger.

6. Directors and Officers. The officers and directors of the Surviving Corporation on the Effective Date of the Merger shall continue as the officers and directors of the Surviving Corporation following the Merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

7. Approvals. This Agreement requires the approval of the directors of the Merged Corporation and of the Surviving Corporation in accordance with the provisions of Section 7-1.2-1004 of the Rhode Island Business Corporation Act and Section 253 of the General Corporation Law of the State of Delaware.

8. Successors and Assigns; No Other Beneficiaries. The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, provided that no party may assign, delegate or otherwise transfer any of its rights or

obligations hereunder without the consent of the other party hereto. This agreement is not intended to confer upon any person not a party hereto any rights or remedies hereunder.

9. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Rhode Island without regard to the conflict of law rules thereof.

10. Counterparts, Effectiveness. This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

[Signatures to appear on the following page]

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by the respective Directors of the Constituent Entities, have caused this Agreement to be executed as of the date first above written.

SUMMER INFANT (USA), INC.,
a Rhode Island corporation

By: _____

Name: *Jason Macari*

Title: *Director & CEO*

KIDDOPOTAMUS & COMPANY,
a Delaware corporation

By: _____

Name: *Jason Macari*

Title: *Director & CEO*

46,684,092.2 093902.010800

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 OWNERSHIP, WHICH MERGES:

"KIDDOPOTAMUS & COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "SUMMER INFANT (USA), INC." UNDER THE NAME OF "SUMMER INFANT (USA), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF RHODE ISLAND, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2010, AT 12:41 O'CLOCK P.M.

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

4902356 8100M

101110774

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8373813

DATE: 11-23-10

TRADEMARK
REEL: 004964 FRAME: 0174

CERTIFICATE OF OWNERSHIP AND MERGER

of

Kiddopotamus & Company
a Delaware corporation

into

Summer Infant (USA), Inc.
a Rhode Island corporation

It is hereby certified that:

1. Summer Infant (USA), Inc. (hereinafter sometimes referred to as the "**Corporation**") is a business corporation of the State of Rhode Island.
2. The Corporation is the owner of all of the outstanding shares of stock of Kiddopotamus & Company, which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of Summer Infant (USA), Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Kiddopotamus & Company into the Corporation.
5. The following is a copy of the resolutions adopted on November 12, 2010 by the Board of Directors of the Corporation to merge the said Kiddopotamus & Company into the Corporation:

RESOLVED: That Kiddopotamus & Company be merged into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Kiddopotamus & Company be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Kiddopotamus & Company in its name.

RESOLVED: That the Corporation assume all of the obligations of Kiddopotamus & Company.

RESOLVED: That the Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Kiddopotamus & Company, as well as for enforcement of

any obligation of the Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address within/without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

1275 Park East Drive, Woonsocket, RI 02895

RESOLVED: That the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Rhode Island and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Kiddopotamus & Company and of the Corporation and any other appropriate jurisdiction.

RESOLVED: That the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be upon filing, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

[Signatures appear on the following page]

Executed as of this 12th day of November, 2010.

SUMMER INFANT (USA), INC.

By: _____

Name: Felton Macari
Title: Director & CEO

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