



07-06-1999
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #10

RECORDATION
TRADE

07-20-1999

DEPARTMENT OF COMMERCE
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Box Assignm
Commissioner of Patents and Trademarks
Washington, D.C. 20231

[x] Express Mail No. EL176993689US
[] Certified Mail

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Just Pretend, Inc.
One Sundial Avenue
Suite 310
Manchester, NH 03103

Additional name(s) of conveying party(ies) attached? [] Yes [x] No

MRD 7-6-99

2. Name and address of receiving party(ies):
Name: Kid Galaxy, Inc.

Internal Address: _____

Street Address: One Sundial Avenue
Suite 310
Manchester, NH 03103

Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of Conveyance:
[] Assignment [] Merger
[] Security Agreement [x] Change of Name
[] Other _____

Execution Date: February 26, 1999

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)
75/381,687 75/530,566 75/635,756
75/381,924 75/577,891 75/643,351
75/381,688 75/611,238 75/648,920
75/530,567 75/629,612 75/187,753

B. Trademark No.(s)
2,079,291

Additional numbers attached? [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Bourque & Associates, P.A.
835 Hanover Street, Suite 303
Manchester, NH 03104

07/19/1999 DNGUYEN 00000239 2079291
01 FC:481 40.00 OP
02 FC:482 300.00 OP

6. Total number of applications and trademarks involved: [13]

7. Total fee (37 CFR 3.41):.....\$ 520.00
[x] Enclosed
[] Authorized to be charged to deposit account

8. Deposit account number:
02-3285
(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature.
To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Daniel J. Bourque, Esquire
Name of Attorney of Record
Attorney Registration No. 35,457

Signature:
Date: July 6, 1999

Total number of pages including cover sheet, attachments and document: [3]

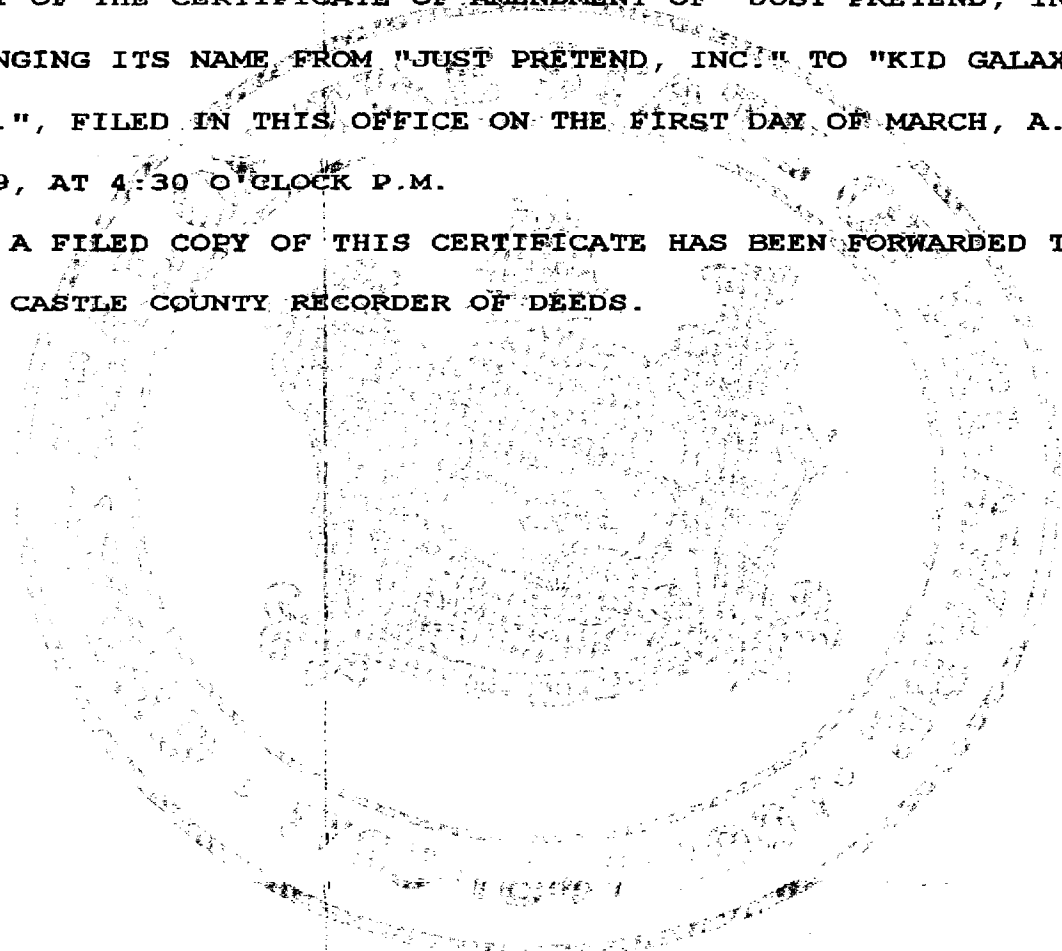
Repln. Ref: 07/19/1999 DNGUYEN 0012000200
DAM: 023265 Name/Number: 2079291 \$180.00 CR
FC: 706

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "JUST PRETEND, INC.", CHANGING ITS NAME FROM "JUST PRETEND, INC." TO "KID GALAXY, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 1999, AT 4:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2482036 8100

991079454

AUTHENTICATION: 9606194

DATE: 03-03-99



07-06-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #10

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
JUST PRETEND, INC.**

JUST PRETEND, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby certifies as follows:

- FIRST:** The name of the Corporation is Just Pretend, Inc. The Corporation's original name was "Childhood Companions, Inc." The original Certificate of Incorporation of the Corporation was filed by the Corporation with the Secretary of State of Delaware on April 7, 1995.
- SECOND:** The Corporation filed a Restated Certificate of Incorporation on April 7, 1997, that amended and restated the original Certificate of Incorporation of the Corporation and changed the name of the Corporation to its current name.
- THIRD:** The Corporation filed a Second Restated Certificate of Incorporation on January 29, 1999, that further amended and restated the Certificate of Incorporation of the Corporation.
- FOURTH:** This Certificate of Amendment to the Certificate of Incorporation (i) further amends the Certificate of Incorporation of the Corporation, as heretobefore amended and restated, (ii) was duly adopted by written action of the Board of Directors of the Corporation pursuant to Sections 141 and 242 of the General Corporation Law, and (iii) was duly adopted by written consent of the Stockholders of the Corporation in accordance with the provisions of Section 228 of the General Corporation Law.
- FIFTH:** The resolution setting forth the amendment is as follows:

Certificate of Amendment of
Certificate of Incorporation
of Just Pretend, Inc.

RESOLVED: That Article I of the Certificate of Incorporation, as heretobefore amended and restated, be and hereby is deleted in its entirety and the following Article I is inserted in lieu thereof:

"ARTICLE I
Name

The name of the Corporation is Kid Galaxy, Inc."

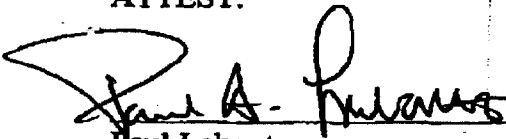
IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and attested by its Secretary this 26 day of February, 1999.

JUST PRETEND, INC.

By: 

Michael R. Collins
President

ATTEST:


Paul Labonte
Secretary