

01-21-2003



To the Honorable Commissioner of Patents

documents or copy thereof.

102342397

1-15-03

i. Name of conveying party(ies):

BABY BAG OF MAINE, INC.

- Individual(s)
- General Partnership
- Corporation - Delaware
- Association
- Limited Partnership
- Other

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 28, 2000

ii. Name and address of receiving party(ies):

Name: **TRIBORO QUILT MANUFACTURING CORPORATION**
172 South Broadway
White Plains, New York 10605

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Applications

Mark	Serial No.

B. Trademark Registrations

MARK	REG. NO.
BABY BAG	1,745,854

Additional numbers attached? Yes No

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

Name: Darby & Darby P.C.
Street Address: P.O. Box 5257
City: New York State: New York Zip: 10150-5257

File Nos.: 7670/39901

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-0100

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

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

Amy L. Nelkin
Name of Person Signing

Signature

January 15, 2003
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

Label No. EV 251494455 US
I hereby certify that, on the date indicated above, this copy of the document was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Records, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

x Stankin Stankin
Name (Print) Signature

OFFICE OF RECORDS
FINANCE SECTION
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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 MERGER, WHICH MERGES:

"BABY BAG OF MAINE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TRIBORO QUILT MANUFACTURING CORPORATION"
UNDER THE NAME OF "TRIBORO QUILT MANUFACTURING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

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



3337040 8100M

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Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0883067

DATE: 12-28-00

TRADEMARK
REEL: 002652 FRAME: 0227

**CERTIFICATE OF MERGER
OF
BABY BAG OF MAINE, INC.
(a Delaware corporation)
AND
TRIBORO QUILT MANUFACTURING CORPORATION
(a New York corporation)**

It is hereby certified that:

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

- (i) Baby Bag of Maine, Inc., which is incorporated under the laws of the State of Delaware ("BBMI"); and
- (ii) Triboro Quilt Manufacturing Corporation, which is incorporated under the laws of the State of New York ("TQMC").

2. An Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 28, 2000, between BBMI and TQMC has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware (the "GCL").

3. The name of the surviving corporation (the "Surviving Corporation") in the merger herein certified is Triboro Quilt Manufacturing Corporation which will continue its existence as the Surviving Corporation under its present name upon the effective date of said merger pursuant to the provisions of the Business Corporation Law of the State of New York.

4. Upon the effectiveness of the Merger, the certificate of incorporation of TQMC shall be the certificate of incorporation of the Surviving Corporation.

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

Triboro Quilt Manufacturing Corporation
172 South Broadway
White Plains, New York 10605

#98132.1

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

7. The Surviving Corporation hereby agrees that it may be served process in the State of Delaware in any proceeding for the enforcement of any obligation of BEMI, as well for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the GCL, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any suit or other proceedings and a copy of such shall be mailed by the Secretary of State of the State of Delaware to the Surviving Corporation at 172 South Broadway, White Plains, New York 10605.

Dated: As of December 28, 2000.

TRIBORO QUILT MANUFACTURING
CORPORATION

By: Joel Kaplan
Joel Kaplan
President

BABY BAG OF MAINE, INC.

By: Joel Kaplan
Joel Kaplan
President

#93132.1

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TRADEMARK

RECORDED: 01/15/2003

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