

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/19/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPI/VI ACQUISITION CORP.		12/19/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JAKKS PACIFIC, INC.
Street Address:	22619 Pacific Coast Highway
City:	Malibu
State/Country:	CALIFORNIA
Postal Code:	90265
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78228360	BARK 'N BAKE OVEN

CORRESPONDENCE DATA

Fax Number: (212)752-4632
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-888-8200
 Email: lmiller@fkiwsb.com
 Correspondent Name: Larry B. Miller
 Address Line 1: 750 Lexington Avenue 23rd Floor
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	JPI VI TO JAKKS
NAME OF SUBMITTER:	Larry Miller
Signature:	/larry miller/

CH \$40.00 78228360

Date:

02/09/2006

Total Attachments: 2

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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:

"JPI/VI ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "JAKKS PACIFIC, INC." UNDER THE NAME OF "JAKKS PACIFIC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2005, AT 1:03 O'CLOCK P.M.

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

2468079 8100M

051035408



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4384592

DATE: 12-19-05

TRADEMARK

REEL: 003243 FRAME: 0856

CERTIFICATE
OF
OWNERSHIP AND MERGER

OF

JPI/VI ACQUISITION CORP.
(a Delaware corporation)

INTO

JAKKS PACIFIC, INC.
(a Delaware corporation)

It is hereby certified that:

1. JAKKS Pacific, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of JPI/VI Acquisition Corp., which is also a business corporation of the State of Delaware.
3. Effective as of December 19, 2005, the Board of Directors of the Corporation adopted, among others, the following resolutions to merge JPI/VI Acquisition Corp. into the Corporation:

RESOLVED that JPI/VI Acquisition Corp. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of JPI/VI Acquisition Corp. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by JPI/VI Acquisition Corp. in its name.

RESOLVED that this Corporation shall assume all of the obligations of JPI/VI Acquisition Corp.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded, the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

Executed as of December 19, 2005

JAKKS PACIFIC, INC.

By: 

Joel M. Bennett, Executive Vice President