

07-17-2001

Atty. Dkt. No. 061270-0257

FORM PTO-1595 (modified)

(Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

3 SHEET



101780181

7.11.01

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

CHILDREN ON THE GO, INC

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

GRACO CHILDREN'S PRODUCTS INC.  
51 SOUTH PINE STREET  
ELVERSON, PENNSYLVANIA 19520

Additional conveying party(ies) NO

3. Nature of conveyance:

MERGER

Execution Date:

December 11, 1998

Additional name(s) &amp; address(es) attached? NO

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

If this is being filed together with a new application, the execution date of the application is:

A. Patent Application Number(s):

B. Patent Number(s):

D343,958

Additional numbers attached? NO

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

Mary Michelle Kile  
FOLEY & LARDNER  
Washington Harbour  
3000 K Street, N.W., Suite 500  
Washington, D.C. 20007-5109

6. Total number of applications/patents involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

☒ Check Enclosed

Charge to deposit account

8. Deposit account number: 19-0741

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. The Commissioner is hereby authorized to charge any additional recordation fees which may be required in this matter to the above-identified deposit account.

Mary Michelle Kile

Name of person signing

Mary Michelle Kile  
Reg. No. 35,217

Signature

July 11, 2001

Date

07/17/2001 LNUELLER 00000005 8343958

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40.00 DP

Total number of pages including cover sheet, attachments, and document: 7

## PLAN OF MERGER

PLAN OF MERGER, dated this 11th day of December, 1998, pursuant to Section 251 of the General Corporation Law of Delaware, between Children On The Go, Inc., an Illinois corporation, and Graco Children's Products Inc., a Delaware corporation.

WITNESSETH THAT:

WHEREAS, both of the constituent corporations desire to merge into a single corporation; and

WHEREAS, the registered office of Children On The Go, Inc. in the State of Illinois is located at 860 Chaddick, Wheeling, IL 60090, and the name of its registered agent is The Corporation Trust Company; and the registered office of Graco Children's Products Inc. in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

NOW, THEREFORE, the corporations, parties to this agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and load of carrying the same into effect as follows:

FIRST: Graco Children's Products Inc. hereby merges into itself Children On The Go, Inc. and Children On The Go, Inc. shall be and hereby is merged into Graco Children's Products Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Graco Children's Products Inc. has heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares of the surviving corporation shall be as follows:


- (a) Each share of common stock of the surviving corporation which shall be issued and outstanding on the effective date of this Agreement shall remain issued and outstanding.
- (b) Each share of the common stock of the merged corporation which shall be outstanding on the effective date of this Agreement shall be extinguished on that date.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The bylaws and Certificate of Incorporation of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws and Certificate of Incorporation of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of the stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective on December 31, 1998.
- (d) Upon the merger becoming effective, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered deeds and instruments and to take or cause to be taken such further or other action as a surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carryout the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, The parties to this Agreement, with the consent of the stockholders of the respective corporations and pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these present to be executed by the Vice President and attested by the Assistant Secretary of each party hereto as a respective act, deed and agreement for said corporations on this 11th day of December 1998.

CHILDREN ON THE GO, INC.

By   
James A. Morgan, Vice President

ATTEST:

By:   
Martin J. Degnan, Assistant Secretary

GRACO CHILDREN'S PRODUCTS INC.

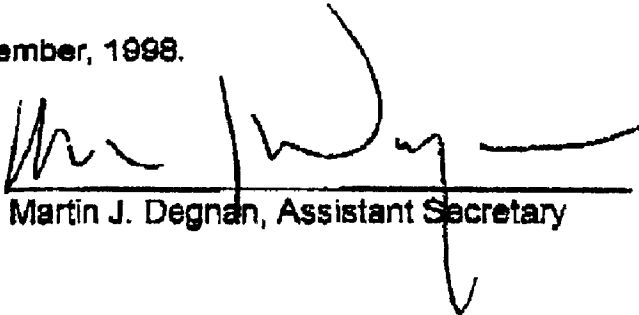
By: James A. Morgan  
James A. Morgan, Vice President

ATTEST:

By: Martin J. Degnan  
Martin J. Degnan, Assistant Secretary

I, Martin J. Degnan, Assistant Secretary of Children On The Go, Inc. a corporation organized and existing under the laws of the State of Illinois, hereby certify, as such Assistant Secretary, that the Plan of Merger to which this Certificate is attached, after having been duly signed on behalf of said Corporation and having been signed on behalf of Graco Children's Products Inc., a corporation of the State of Delaware, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code by unanimous written consent of the sole stockholder, holding one hundred forty-nine thousand five hundred and one (149,501) shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting powers; and that hereby a Plan of Merger was duly adopted as the act of the stockholders of Children On The Go, Inc. and the duly adopted agreement of the same corporation.

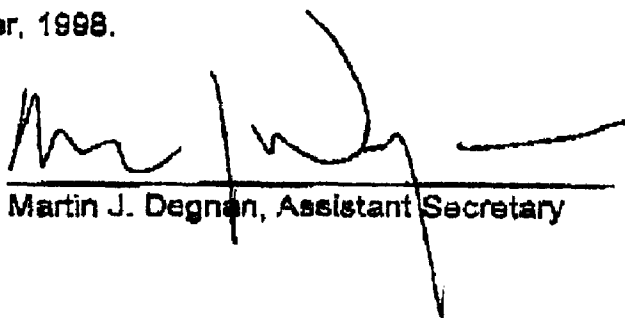
WITNESS my hand on this 11th day of December, 1998.



Martin J. Degnan, Assistant Secretary

I, Martin J. Degnan, Assistant Secretary of Graco Children's Products Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify as such Assistant Secretary, that the Plan of Merger to which this Certificate is attached, after having been first signed on behalf of said corporation and having it signed on behalf of Children On The Go, Inc., a corporation of the State of Illinois, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code by the unanimous written consent of the sole stockholder, holding one thousand (1000) shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power; and that hereby the Plan of Merger was duly adopted as the act of the stockholders of Graco Children's Products Inc. and the duly adopted Agreement of the same corporation.

WITNESS my hand this 11th day of December, 1998.



Martin J. Degnan, Assistant Secretary

CERTIFICATE OF MERGER  
OF  
CHILDREN ON THE GO, INC.  
INTO  
GRACO CHILDREN'S PRODUCTS INC.

The undersigned corporation, Graco Children's Products Inc., does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Children On The Go, Inc.	Illinois
Graco Children's Products Inc.	Delaware

SECOND: That a Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the surviving corporation of the merger shall be Graco Children's Products Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Graco Children's Products Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is Main Street, Elverson, PA 19520.

SIXTH: That a copy of the Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Children On The Go, Inc.	common	149,501	no par value

EIGHTH: That this Certificate of Merger shall be effective on December 31, 1998.

GRACO CHILDREN'S PRODUCTS INC.

BY James A. Morgan  
James A. Morgan, Vice President

Dated: December 11, 1998