Docket No.: 20341-100 11-01-2002 FORM PTO-1595 (Modified) MRD U.S. DEPARTMENT OF COMMERCE (Rev. 03-01) OMB No. 0651-0027 (exp.5/31/2002) Patent and Trademark Office 10.29.02 P08/REV03 Tab settings → → To the Honorable Commissioner of Patents and Trademarks: Please record and attached original documents or copy thereof. 1. Name of conveying party(ies): 2. Name and address of receiving party(ies): SAFETY 1ST, INC. Name: DOREL JUVENILE GROUP, INC. Internal Address: Additional names(s) of conveying party(ies) ☐ Yes ☒ No Nature of conveyance: ☐ Assignment Street Address: 45 DAN ROAD ☐ Security Agreement ☐ Change of Name CANTON COMMERCE CENTER ☐ Other City: CANTON State: MA ZIP: 02021 Execution Date: JULY 2, 2001 Application number(s) or patent numbers(s): If this document is being filed together with a new application, the execution date of the application is: A. Patent Application No.(s) B. Patent No.(s) SEE SCHEDULE A SEE SCHEDULE B Additional numbers attached? X Yes 5. Name and address of party to whom correspondence 6. Total number of applications and patents involved: concerning document should be mailed: Name: RICHARD A. REZEK, ESQ. 7. Total fee (37 CFR 3.41):....\$ 960.00 Internal Address: __ Enclosed - Any excess or insufficiency should be credited or debited to deposit account Authorized to be charged to deposit account 8. Deposit account number: Street Address: BARNES & THORNBURG 10-0435 11 SOUTH MERIDIAN STREET (Attach duplicate copy of this page if paying by deposit account) City: INDIANAPOLIS ZIP: 46204 State: IN 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. **23 OCTOBER 2002** RICHARD A. REZEK

10/31/2002 DBYRNE

00000198 09596830

Signature

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

960.00 DP 01 FC:8021

Name of Person Signing

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

Date

SCHEDULE A

Family Matter	Title	Type	B&T	Filed	Appln.#
CO-811	BATH STATION	ORD	71669	6/19/2000	09/596830
CO-790	SPILL PROOF TRAINING CUP	ORD	71586	3/12/2001	09/803844
CO-804	CONVERTIBLE ACTIVITY CENTER	PRI	71609	5/1/2001	09/846836
CO-797	BABY BOUNCER/BASSINET	ORD	71600	6/22/2001	09/888078

SCHEDULE B

<u>Family</u>	Title	Type	B&T	Issued	Patent #
Matter					:
CO-801	SECURITY GATE OPERABLE WITH ONE HAND	PRI	71605	7/11/1989	4846246
CO-765	BATH SEAT	PRI	71552	4/30/1991	5010606
CO-802	SECURITY GATE OPERABLE WITH ONE HAND	DIV	71606	10/1/1991	5052461
CO-766	COLOR CHANGE NIPPLE	PRI	71553	6/21/1994	5322031
CO-767	DIAPER PAIL	PRI	71554	1/31/1995	5385259
CO-768	FOLD-UP BATHTUB	PRI	71555	6/20/1995	5425149
CO-771	WRIGHT BABY MONITOR	PRI	71559	4/30/1996	5512880
CO-770	COLLAPSIBLE BED SIDE RAIL	PRI	71558	11/26/1996	5577277
CO-772	SAFETY GATE	PRI	71560	7/20/1999	5924242
CO-800	SECURITY GATE	PRI	71604	9/17/2002	6449901
CO-763	TEETHING RING	DES	71550	2/12/1991	D314621
CO-764	SWIVEL BATH SEAT FOR INFANTS	DES	71551	10/8/1991	D320528
CO-769	HIGHCHAIR	DES	71557	12/5/1995	D364746
CO-793	RIM FOR TABLEWARE	DES	71592	3/28/2000	D421873
CO-775	HANDLE FOR CUTLERY	DES	71563	3/28/2000	D421875
CO-794	TABLEWARE BOWL	DES	71593	4/4/2000	D422180
CO-774	TABLEWARE PLATE	DES	71562	5/16/2000	D424881
CO-795	STATIONARY BABY WALKER	DES	71594	6/27/2000	D427116
CO-805	BOTTLE	DES	71610	5/29/2001	D443066
CO-768	FOLD-UP BATHTUB	REI	71556	12/25/2001	RE37481



NO. 35-1851471(m) NO. 35-1851471(m)

NO. 04-2836423 S

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512 081

ARTICLES OF ESTIMATE MERGER

(General Laws, Chapter 156B, Section 79)

022

Zonnickyczyk merger of

Cosco. Inc. and Infantino, Inc.

(both Indiana Corporations)

with

Safety 1st, Inc.

(a Massachusetts Corporation)

the constituent corporations, into

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

- 1. An agreement of househidation merger has been duly adopted in compliance with the requirements of General Laws. Chapter 1568, Section 79, and will be kept as provided by Subsection (c) thereof. The mandiage's surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
- 2. The effective date of the "consultations:" "merger determined pursuant to the agreement of "merger shall be the date approved and filed by the Secretary of the Commonwealth. If a least effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

July 2 , 2001

- 3. (For a merger)

 **The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:
 - The name of the surviving corporation will be: Dorel Juvenile Group, Inc.
 - 2) See Attachment A, Article II and Article VI.

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- **(50**) (50) - 51-00

(Far a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue:

WII	HOUTPARVALUE		WITHPARVALUE	
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	ARVALUE
Common:		Common:		
Preferred:		Preferred:		

e*(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each serie s then established.

**(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

(e) Other lawful provisions of any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockhold ers, or of any class of stockholders:

- 4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the RESERTING *surviving corporation.
- (a) The street address of the Xusakingxix surviving corporation in Massachusetts is: (post office boxes are not acceptable)
 45 Dan Road, Canton Commerce Center, Canton, MA 02021

PATENT

(b) The name. President:	AME	RESIDENTIALADDR	RESS	POST OFFICE ADDRES	S
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Çlerk:					
Directors:					
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(b) The name, residen	atial address and post office address of	each director and officer	of the section of the	
NAME	RESIDENTIAL	ATIONESS		on is:
Prezident:			POST OFFICE ADDRESS	
Treasurer:	See Attachment B.			
Člerk:				
Directors:				
•		-		
(e) The fiscal year and	()			
	(i.e. tax year) or the "Market "surv			Decem
(d) The name and bus	tiness address of the resident agent, if a	any, of the Resubsing it	Csurviving corporation is:	
Corpora	tion Service Company, 84	State Street, B	oston, MA 02109	
FOR MASSACHUSETT	'S CORPORATIONS	Dore	l Juvenile Group, Inc.	
The undersigned *Presid	ent / Clerk	of (£./	k/a Safety lst, Inc.)	·····
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FORECAPORATIONS	S ORGANIZED IN A STATE OTHER T	THAN MASSACHUSE	rts .	
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NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
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school of the president or vice merident apparation organized under General Le-	of a Massachusetts us, Chapter 156B.	Schwartz, President
†Specify the officer having powers and she clock or assistant clerk of such a	dusses corresponding Massachusetts corporation ††	6 Shorts
,	Jonachan	n Reymolds, Secretary

IN WITNESS WHEREOF, this Agreement, having first been duly approved by resolutions of the respective Board of Directors of each corporation and approved by their respective shareholders is hereby executed on behalf of each of Cosco, Infantino and Safety by their respective officers, all as of the date first above written.

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SAFETY 1 st , INC.
a Massachusetts corporation,
- White Kotas
By: /// DEFINE
Mck Costides, President & Chief Executive
Officer
Officer
099/
Ву:
Donald March, Executive Vice President &
Treasurer
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COSCO, INC/
COSCO, INC
an Indiana corporation
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By: Donald March, Executive Vice President & Treasurer
Officer By: On ald March, Executive Vice President & Treasurer INFANTINO, INC.
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By: Donald March, Executive Vice President & Treasurer
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Donald March, Executive Vice President & Treasurer INFANTINO, INC. an Indiana corporation By: Martin Schwartz, President
Officer By:
Officer By:

803831.5

Attachment A

DESCRIPTION OF AMENDMENTS TO ARTICLES OF ORGANIZATION

ARTICLE II is hereby amended by deleting all language contained therein, and inserting in place thereof, the following:

To engage in any lawful activity for which corporations may be organized under the Massachusetts Business Corporation Law, including, but not limited to, the manufacture of various juvenile products, ready-to-assemble furniture, and home furnishings.

ARTICLE VI is hereby amended by deleting all language contained therein, and inserting in place thereof, the following:

- Rights to Indemnification and Advancement of Expenses.
- (a) The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was
 - (i) a member of the Board of Directors of the Corporation,

(ii) an officer of the Corporation, or

(iii) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Massachusetts Business Corporation Law ("BCL"). The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the BCL. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the Indemnitee in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

- (b) Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article VI and the procedures specified in the BCL.
- (c) The indemnification provided under this <u>Article VI</u> shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this <u>Article VI</u>.
- 2. Other Rights Not Affected. Nothing contained in this Article VI shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article VI to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article VI. Therefore, indemnification shall be provided in accordance with this Article VI irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws, subject to the conditions specified in the BCL.

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Attachment B

The name, residential address and post office address of each officer and director of the surviving corporation are:

Title	Name	Residential Address	Post Office Address
President	Nick Costides	4509 Heatherwood Blvd.	2525 State Street
-		Greenwood, Indiana 46143	Columbus, Indiana 47201
Treasurer	Donald March	4574 Silver Hill Drive	2525 State Street
:		Greenwood, Indiana 46142	Columbus, Indiana 47201
Clerk	Jonathan	4923 E. Windsor Lane	2525 State Street
(Secretary)	Reynolds	Columbus, Indiana 47201	Columbus, Indiana 47201
Director	Martin Schwartz	9 Roxborough Avenue	1255 Greene Avenue,
		Westmount Quebec	Suite 300
		H3Y 1M1	Westmount, Quebec
			H3Z 2A4
Director	Jeffrey Schwartz	424 Russell Hill Road	1365 Midway Blvd.,
		Toronto, Ontario M5P 2S3	Unit 27, Ste. 100
			Mississauga, Ontario
			L5T 2J5

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THECOMMONWEALTHOFMASSACHUSETTS

ARTICLES OF HERGER
(General Laws, Chapter 1568, Section 79)

Arthur Junin Belich

WILLIAM FRANCIS GALVIN

A TRUE COPY ATTEST

ONLY

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

DATE TO CLERK

CONTIONWEALTH

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CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

	hen I	Hackman Lag		
Ica	Hiller,	One American	Square	
Box	82001,	indianapolis,	IN 46282	
Timberia and	(317)	236-2289		

RECORDED: 10/29/2002