

12-23-2002



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102319022

Tab settings

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

1. Name of conveying party(ies):
SAFETY 1ST, INC.
12/18/02
Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):
Name: **DOREL JUVENILE GROUP, INC.**
Internal Address:
Street Address: **45 DAN ROAD**
CANTON COMMERCE CENTER
City: **CANTON** State: **MA** ZIP: **02021**
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: **JULY 2, 2001**

4. 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
Additional numbers attached? Yes No

RECEIVED
DEC 23 2002
COMMERCIAL SECTION

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **RICHARD A. REZEK, ESQ.**
Internal Address:
12/20/2002 TBIAZ1 00000156 346206
01 FC:8021 1640.00 DP
Street Address: **BARNES & THORNBURG**
11 SOUTH MERIDIAN STREET
City: **INDIANAPOLIS** State: **IN** ZIP: **46204**

6. Total number of applications and patents involved: **41**
7. Total fee (37 CFR 3.41):.....\$ **1,640.00**
 Enclosed - Any excess or insufficiency should be credited or debited to deposit account
 Authorized to be charged to deposit account
8. Deposit account number:
10-0435
(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.
RICHARD A. REZEK *Richard A. Rezek* **13 December 2002**
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: **15**

Schedule A

<u>Family Matter</u>	<u>Title</u>	<u>Patent #</u>	<u>Issued</u>	<u>B&T</u>
CO-807	TOILET SEAT FOR A CHILD	D346206	34443	71968
CO-828	BATHTUB SPOUT COVER	4709429	12/1/1987	72005
CO-829	CHILD-PROOF OUTLET COVER	4671587	6/9/1987	72007
CO-765	BATH SEAT	5158460	10/27/1992	72045
CO-835	EYE SHIELD	D326555	6/2/1992	72050
CO-842	PACIFIER SHIELD WITH BASEBALL MOTIF	D357539	4/18/1995	72059
CO-844	PACIFIER SHIELD WITH GOLF BALL MOTIF	D356159	3/7/1995	72065
CO-846	PACIFIER SHIELD WITH FOOTBALL MOTIF	D355965	2/28/1995	72070
CO-849	PACIFIER SHIELD WITH BASKETBALL MOTIF	D355966	2/28/1995	72076
CO-853	PACIFIER SHIELD WITH TENNIS BALL MOTIF	D356157	3/7/1995	72082
CO-855	PACIFIER SHIELD WITH SOCCER BALL MOTIF	D356158	3/7/1995	72087
CO-859	TEETHER (BASKETBALL MOTIF)	D345215	3/15/1994	72093
CO-860	TEETHER (FOOTBALL MOTIF)	D345216	3/15/1994	72094
CO-861	TEETHER (BASEBALL MOTIF)	D345214	3/15/1994	72095
CO-862	TOILET TRAINING UNIT FOR A CHILD	D345202	3/15/1994	72096
CO-864	BABY TEETHER TOY (STEGOSAURUS)	D349345	8/2/1994	72098
CO-865	BABY TEETHER TOY (TRICERATOP)	D349346	8/2/1994	72099
CO-866	BABY TEETHER TOY (TYRANNOSAURUS REX)	D351471	10/11/1994	72100
CO-868	COMBINED TRANSMITTER FOR CHILDREN MONITORING AND BASE THEREFOR	D344906	3/8/1994	72103
CO-869	RECEIVER FOR CHILDREN MONITORING	D344907	3/8/1994	72104
CO-870	CHILD SECURITY GATE	D355261	2/7/1995	72105

Schedule A

<u>Family Matter</u>	<u>Title</u>	<u>Patent #</u>	<u>Issued</u>	<u>B&T</u>
CO-871	ACTIVITY TOY	D349310	8/2/1994	72106
CO-876	BED SIDE RAILS	5519905	5/28/1996	72111
CO-878	TEETHER (CHOCOLATE COVERED COOKIE)	D356642	3/21/1995	72114
CO-879	TEETHER (CHOCOLATE CHIP)	D357540	4/18/1995	72115
CO-880	TEETHER (DOUGHNUT)	D357983	5/2/1995	72116
CO-881	TEETHER (ICE CREAM CONE)	D362915	10/3/1995	72117
CO-883	MONITOR WRIST RECEIVER	D359700	6/27/1995	72120
CO-884	BABY MONITOR TRANSMITTER	D365562	12/26/1995	72128
CO-885	INFANT BATHTUB	D360933	8/1/1995	72129
CO-886	DIAPER PAIL	D355060	1/31/1995	72130
CO-887	BED SIDE RAIL	D365476	12/26/1995	72133
CO-888	BABY MONITOR RECEIVER	D355385	2/14/1995	72134
CO-891	COMBINATION HOOK-ON HIGH CHAIR AND BOOSTER SEAT	D374125	10/1/1996	72137
CO-893	DIAPER PAIL	5520303	5/28/1996	72140
CO-894	SAFETY BARRIER FOR SMALL CHILDREN	4852194	8/1/1989	72141
CO-897	BABY MONITOR TELEVISION RECEIVER	D383688	9/16/1997	72144
CO-898	BABY MONITOR TELEVISION CAMERA	D385571	10/28/1997	72145
CO-899	SAFETY GATE	5829505	11/3/1998	72146
CO-902	CHILD'S RIDING TOY	D403715	1/5/1999	72149
CO-904	BABY WALKER DESIGN	D417417	12/7/1999	72151

FEDERAL IDENTIFICATION NO. 35-1554636 (M) FEDERAL IDENTIFICATION NO. 04-2836423 (S)
NO. 35-1851471 (M)

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

081
071
052
022
032

ARTICLES OF ~~CONSOLIDATION~~ MERGER (General Laws, Chapter 156B, Section 79)

~~Consolidation~~ merger of

Cosco, Inc. and Infantino, Inc. *Not Reg.*

(both Indiana Corporations) *Not Reg.*

with

Safety 1st, Inc.

(a Massachusetts Corporation)

the constituent corporations, into

Safety 1st, Inc.

~~Consolidation~~ one of the constituent corporations organized under the laws of Massachusetts

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

1. An agreement of ~~consolidation~~ merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~surviving~~ 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 ~~consolidation~~ merger determined pursuant to the agreement of ~~consolidation~~ merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later 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:

1) The name of the surviving corporation will be:
Dorel Juvenile Group, Inc.

2) See Attachment A, Article II and Article VI.

C
P
M
R.A.

9

P.C.

(For 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:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

(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 series then established.

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

(e) Other lawful provisions, if 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 stockholders, 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 ~~resulting~~ surviving corporation.

(a) The street address of the ~~resulting~~ surviving corporation in Massachusetts is: (post office boxes are not acceptable)
45 Dan Road, Canton Commerce Center, Canton, MA 02021

(b) The name, residential address and post office address of each director and officer of the ~~corporation~~ surviving corporation is:

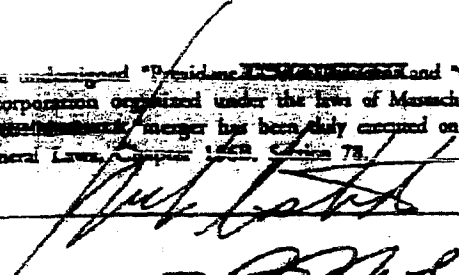
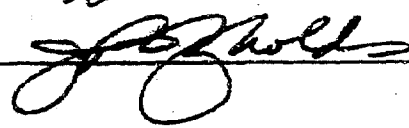
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:	See Attachment B.		
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the ~~corporation~~ surviving corporation shall end on the last day of the month of December

(d) The name and business address of the resident agent, if any, of the ~~corporation~~ surviving corporation is:

Corporation Service Company
84 State Street
Boston, MA 02109

The undersigned ~~President~~ and ~~Clerk~~ of Dorel Juvenile Group, Inc.
(f/k/a Safety 1st, Inc.)
a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the ~~signature of~~
~~signature~~ ~~has been~~ ~~duly~~ ~~executed~~ ~~on~~ ~~behalf~~ ~~of~~ ~~such~~ ~~corporation~~ ~~and~~ ~~duly~~ ~~approved~~ ~~in~~ ~~the~~ ~~manner~~ ~~required~~ ~~by~~
General Laws, ~~Chapter~~ ~~156C, Section 7B.~~


_____, ~~President~~

_____, ~~Clerk~~

(b) The name, residential address and post office address of each director and officer of the ~~respective~~ surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:	See Attachment B.		
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the ~~respective~~ surviving corporation shall end on the last day of the month of December

(d) The name and business address of the resident agent, if any, of the ~~respective~~ surviving corporation is:

Corporation Service Company, 84 State Street, Boston, MA 02109

FOR MASSACHUSETTS CORPORATIONS

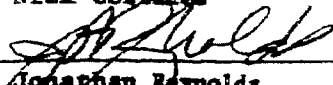
Dorel Juvenile Group, Inc.

The undersigned "President ~~XXXXXXXXXX~~ and "Clerk ~~XXXXXXXXXX~~ of (E/k/a Safety 1st, Inc.), a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of "consolidation / "merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 73.

see attached for signature

"President ~~XXXXXXXXXX~~

Nick Costides



"Clerk ~~XXXXXXXXXX~~

Jonathan Reynolds

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary

of Graco, Inc., a corporation organized under the laws of

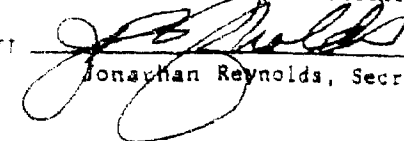
Indiana, further state under the penalties of perjury that the agreement of ~~XXXXXXXXXX~~

"merger has been duly adopted by such corporation in the manner required by the laws of Indiana

**Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation*

† see attached for signature

Nick Costides, President



Jonathan Reynolds, Secretary

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of _____ a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

_____, *President / *Vice President

_____, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of Infantino, Inc. a corporation organized under the laws of

Indiana, further state under the penalties of perjury that the agreement of ~~consolidation~~

*merger has been duly adopted by such corporation in the manner required by the laws of Indiana

*Delete the inapplicable words
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation

Martin Schwartz, President

Jonathan Reynolds, Secretary

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FORMASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of _____, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

_____, *President / *Vice President

_____, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary

of Infantino, Inc., a corporation organized under the laws of

Indiana, further state under the penalties of perjury that the agreement of ~~consolidation~~

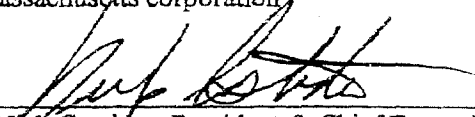
*merger has been duly adopted by such corporation in the manner required by the laws of Indiana.

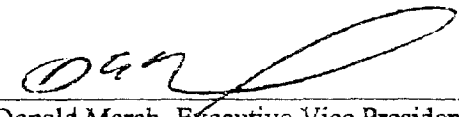
*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation

† _____
Martin Schwartz, President
†† _____
J. Reynolds
Jonathan Reynolds, Secretary

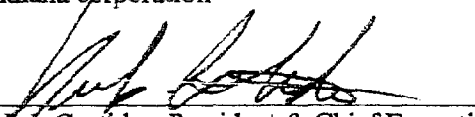
IN WITNESS WHEREOF, this Agreement, having first been duly approved by resolutions of the respective Board of Directors of each corporation and approved by their respective shareholders is hereby executed on behalf of each of Cosco, Infantino and Safety by their respective officers, all as of the date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


SAFETY 1st, INC.
a Massachusetts corporation

By: 
Nick Costides, President & Chief Executive Officer

By: 
Donald March, Executive Vice President & Treasurer

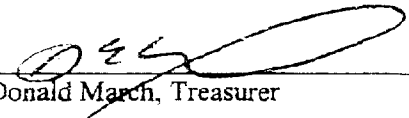
COSCO, INC.
an Indiana corporation

By: 
Nick Costides, President & Chief Executive Officer

By: 
Donald March, Executive Vice President & Treasurer

INFANTINO, INC.
an Indiana corporation

By: _____
Martin Schwartz, President

By: 
Donald March, Treasurer

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:

1. 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 Article VI shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this Article VI.

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.

830420

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

328563.1

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER

(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of Merger and the filing fee in the amount of \$ 250 having been paid, said articles are deemed to have been filed with me this 2nd day of July, 2001.

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth
A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 7/2/01 CLERK [Signature]

SECRETARY OF THE COMMONWEALTH
01 JUL -2 20 PM 1:47
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Stephen J. Hackman, Esq.

Ica Miller, One American Square

Box 82001, Indianapolis, IN 46282

Telephone (317) 239-2289