

FORM PTO-1585 **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE
PATENTS ONLY Patent and Trademark Office

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

1. Name of conveying party(ies):
 Little Tikes Commercial Play Systems (Omni) Inc.
 Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
 Name: Little Tikes Commercial Play Systems Inc.
 Internal Address: _____
 Street Address: 29 E. Stephenson Street
 City: Freeport State: IL Zip: 61032
 Additional Name(s) & Address(es) attached Yes No

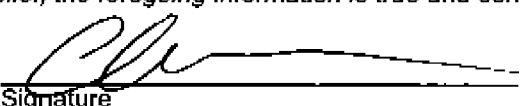
3. Nature of conveyance:
 Assignment _____ XX Merger
 Security Agreement _____ Change of Name
 Other _____
 Execution Date December 23, 1997

4. Application (number(s) or patent number(s):
 If this document is being filed together with a new application, the execution date of the application is: 1
 A. Patent Application No.(s) B: Patent No.(s)
D389892
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
SCHIFF, HARDIN LLP
 Debbie Nowicki, Paralegal
 6600 Sears Tower
 233 S. Wacker Drive
 Chicago, IL 60606
 dnowicki@schiffhardin.com

6. Total number of applications and patents involved 1
 7. Total Fee (37 CFR 3.41) \$40.00
 Enclosed
 Authorized to be charged to deposit account any Additional fees
 8. Deposit Account Number: 501519
 (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.
Chris L. Bollinger  May 21, 2004
 Name of Person Signing Signature Date
 Total number of pages 6

Mail documents to be recorded and required cover sheet information to:
By Fax: 703/306-5995
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CIH \$40.00 501519 D389892

#00374592

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
LITTLE TIKES COMMERCIAL PLAY SYSTEMS (OMNI) INC.
(A California corp not qualified) INFO:
LITTLE TIKES COMMERCIAL PLAY SYSTEMS INC. (#00374592)
Organized and Existing Under Law of Missouri, California
have been received, found to conform to law, and filed.

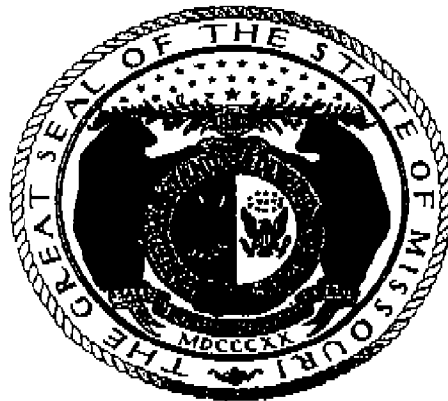
NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with

LITTLE TIKES COMMERCIAL PLAY SYSTEMS INC. (#00374592)
as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
24th Day of December, 1997.

Effective date: January 1, 1998

Rebecca McDowell Cook
Secretary of State



\$30.00

FILED AND CERTIFICATE
ISSUED

DEC 24 1997

ARTICLES OF MERGER
OF
LITTLE TIKES COMMERCIAL PLAY SYSTEMS (OMNI) INC. *ROBERTA McDONNELL COOK*
INTO LITTLE TIKES COMMERCIAL PLAY SYSTEMS INC. *SECRETARY OF STATE*

The undersigned corporations, pursuant to the provisions of "The General and Business Corporation Law of Missouri" as amended, hereby execute the following Articles of Merger:

ARTICLE ONE

The names of the corporations proposing to merge and the name of the States under the law of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Little Tikes Commercial Play Systems (Omni) Inc.	California
Little Tikes Commercial Play Systems Inc.	Missouri

ARTICLE TWO

The laws of the State of California under which such foreign corporation is organized, permits such merger.

ARTICLE THREE

The name of the surviving corporation shall be Little Tikes Commercial Play Systems Inc. and it shall be governed by the laws of the State of Missouri.

ARTICLE FOUR

The plan of merger is as follows:

PLAN OF MERGER

FIRST: Little Tikes Commercial Play Systems Inc. hereby merges into itself Little Tikes Commercial Play Systems (Omni) Inc. and Little Tikes Commercial Play Systems (Omni) Inc. shall be and hereby is merged into Little Tikes Commercial Play Systems Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Little Tikes Commercial Play Systems 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 of 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 of 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 January 1, 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 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 off the 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.

ARTICLE FIVE

The Board of Directors of Little Tikes Commercial Play Systems (Omni) Inc. unanimously approved the Plan of Merger set forth in these articles by Written Consent In Lieu of Meeting dated December 22, 1997, which plan thereafter was approved by the sole shareholder of Little Tikes Commercial Play Systems (Omni) Inc. by Written Consent dated December 22, 1997; and the Board of Directors of Little Tikes Commercial Play Systems Inc. unanimously approved the Plan of Merger set forth in these articles by Written Consent In Lieu of Meeting dated December 22, 1997, which plan thereafter was approved by the sole shareholder of Little Tikes Commercial Play Systems Inc. by Written Consent dated December 22, 1997.

ARTICLE SIX

As to each corporation, the number of shares outstanding, the number of shares entitle to vote are:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Total Number of Shares Entitled To Vote</u>
Little Tikes Commercial Play Systems (Omni) Inc.	3,000,000 Class A Common 1,000,000 Class B Common	1,000,000 Class A Com 250,000 Class B Com
Little Tikes Commercial Play Systems Inc.	100 Common	100 Common

ARTICLE SEVEN

As to each corporation, the number of shares voted for an against the play respectively are:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Little Tikes Commercial Play Systems (Omni) Inc.	1,000,000 Class A Common 250,000 Class B Common	-0- -0-
Little Tikes Commercial Play Systems Inc.	100 Common	-0-

ARTICLE EIGHT

All provisions of the law of the State of Missouri and the State of California applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF, said Little Tikes Commercial Play Systems Inc., a corporation existing under the laws of the State of Missouri, has caused these articles to be executed in its name by its Vice President, and its corporate seal to be thereto affixed, attested by its secretary this 23 day of December, 1997.

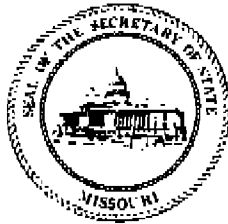


John W. Dean III
Vice President

Attest:



James A. Morgan
Secretary



State of Missouri
Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102
Corporation Division

Statement of Change of Business Office
of a Registered Agent

FILED

APR 20 1998

Instructions

- 1. The filing fee for this change is \$10.00. Change must be filed in DUPLICATE.
2. P.O. Box may only be used in conjunction with Street, Route or Highway.
3. Agent and address must be in the State of Missouri.
4. The corporation or limited partnership cannot act as its own registered agent. The registered agent should sign in his individual name, unless the registered agent is a corporation, in which case the execution should be by proper officers.

Rebecca McDowell Cook
SECRETARY OF STATE

Charter No. 00374592

The undersigned registered agent, for the purpose of changing its business office in Missouri as provided by the provisions of "The General and Business Corporation Act in Missouri," or the "Missouri Uniform Limited Partnership Law," represents that:

- 1. The name of the corporation/limited partnership is LITTLE TIKES COMMERCIAL PLAY SYSTEMS INC.
2. The name of this registered agent is C T Corporation System
3. The address, including street number, if any, of the present business office of the registered agent is 906 Olive Street, St. Louis, Missouri 63101
4. The address, including street number, if any, of the business office of the registered agent is hereby changed to 120 South Central Avenue, Clayton, Missouri 63105
5. Notice in writing of the change has been mailed by the registered agent to the corporation/limited partnership named above.
6. The address of the registered office of the corporation/limited partnership named above and the business office of the registered agent, as changed, is identical.

(The following should be executed only if the registered agent is a natural person)

IN WITNESS WHEREOF, the undersigned registered agent has caused this report to be executed on _____ day of _____

Signature of Registered Agent

State of _____ }
County of _____ } ss

On this _____ day of _____, in the year 19_____, before me, _____, a Notary Public in and for said state, personally appeared _____ known to me to be the person who executed the within Statement of Change of Business Office and acknowledged to me that _____ executed the same for the purposes therein stated.

(Notarial Seal)

Notary Public

My commission expires _____

(The following should be executed only if the registered agent is a corporation)

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its president or vice president, attested by its secretary or assistant secretary this _____ 27th _____ day of _____ March _____, 19 98.

(Corporate Seal) NONE
If no seal, state "none".

C T Corporation System
Name of Corporation

By _____
President or Vice President

Attest:

Maui Hauer
Secretary or Assistant Secretary

FILED

APR 20 1998

State of New York }
County of New York } ss

Rebecca McDowell Cook
SECRETARY OF STATE

On this _____ 27th _____ day of _____ March _____ in the year 19 98

before me Theresa Alfieri, a Notary Public in and for said state, personally appeared Kenneth J. Uva vice President

C T Corporation System
Name of Corporation

known to me to be the person who executed the within Statement of Change of Business Office in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notarial Seal)

Notary Public

My commission expires 12/31/99

TERESA ALFIERI
NOTARY PUBLIC, STATE OF NEW YORK
NO. 4703698
QUALIFIED IN KINGS COUNTY
COMMISSION EXPIRES DEC. 31, 1999

(Corp. #58A-112-04)