


Form PTO-1595 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼	RECORDATION FORM COVER SHEET PATENTS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. 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): GoodTimes Entertainment LLC 16 East 40th Street New York, NY 10016 Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>GT Merchandising & Licensing LLC</u> Internal Address: _____ Street Address: <u>16 East 40th Street</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10016</u> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>12/09/2003</u>	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: _____ A. Patent Application No.(s) <u>10/374,496, filed 2/26/03 and 10/166,573, filed 6/10/02</u> B. Patent No.(s) _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Fritz L. Schweitzer III</u> Internal Address: <u>Docket Nos. 0863-081P</u> <u>(10/374,496) and 0863-094P (10/166,573)</u> Street Address: <u>c/o Schweitzer Cornman Gross</u> <u>& Bondell LLP, 292 Madison Ave. - 19th Fl.</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10017</u>	6. Total number of applications and patents involved: <input type="text" value="2"/> 7. Total fee (37 CFR 3.41).....\$ <u>80.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account	8. Deposit account number: <u>19-0748</u>
DO NOT USE THIS SPACE		
9. Signature. <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Fritz L. Schweitzer III</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>July 14, 2004</u> Date </div> </div>		
Total number of pages including cover sheet, attachments, and documents: <input type="text" value="3"/>		

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**Mail Stop Assignment Recordation Services
Director of the US Patent & Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450**

Sir: Please record the attached original certificate, or copy thereof, having the following particulars:

Attorney Dockets: 0863-081P and 0863-094P
Application Nos.: 10/374,496 and 10/166,573
Filed: 2/26/2003 and 6/10/2002
Titles: Aerobic Ramp
Assignor: GoodTimes Entertainment LLC
Address Assignor: 16 East 40th Street, New York, NY 10016
Assignee: GT Merchandising & Licensing LLC
(a Delaware limited liability company)
Address of assignee: 16 East 40th Street
New York, NY 10016

Nature of enclosed document: Certificate of Merger

Total number of applications involved: 2

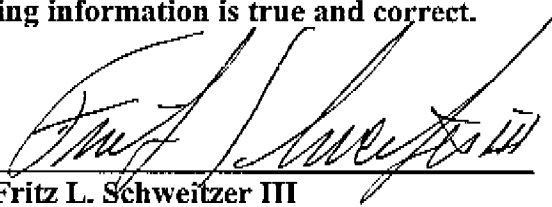
Amount of fee enclosed: \$80
(Please charge any deficiency to deposit account No. 19-0748)

Date of execution of enclosure: December 9, 2003

All correspondence, including the recorded document should be sent to the address at the bottom.

To the best of my knowledge and belief, the foregoing information is true and correct.

Date: July 14, 2004


Fritz L. Schweitzer III
Reg. No.: 39,363

Total number of pages including cover sheet and document: 2

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANIES**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving Delaware limited liability company is GT Merchandising & Licensing LLC and the name of the Delaware limited liability company being merged into this surviving limited liability company is GoodTimes Entertainment LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

THIRD: The name of the surviving limited liability company is GT Merchandising & Licensing LLC.

FOURTH: The merger is to become effective on December 9, 2003.

FIFTH: The Agreement of Merger is on file at 16 East 40th Street, New York, New York 10016, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized person, the 9th day of December 2003.

GT MERCHANDISING & LICENSING LLC

By:  GT Brands LLC, its sole member

By: _____
Name: Andrew Greenberg
Title: Chief Executive Officer