

12-08-2004



12/6/04

Tab settings

To the Director of the United States Patent and Trademark Office **102896745** attached original documents or copy thereof.

1. Name of conveying party(ies):
Simmons Juvenile Products Company, Inc.

Additional names(s) of conveying party(ies) Yes No

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

Name: **SJP Corp.**

Internal Address: _____

Street Address: **301 Route 17 North**

City: **Rutherford** State: **NJ** ZIP: **07070**

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: **August 27, 2004**

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)

29211567
29211566
29211568

Additional numbers attached? Yes No

B. Patent No.(s)

See attached
Schedule "A"

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

Name: **A. Thomas Kammer, Esq.**

Internal Address: **Hoffmann & Baron, LLP**

Street Address: **6900 Jericho Turnpike**

City: **Syosset** State: **NY** ZIP: **11791**

6. Total number of applications and patents involved: **48**

7. Total fee (37 CFR 3.41):.....\$ _____

Enclosed - Any excess or insufficiency should be credited or debited to deposit account

Authorized to be charged to deposit account

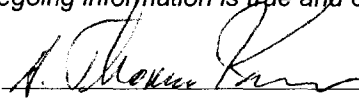
8. Deposit account number:

08-2461

(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.

A. Thomas Kammer, Esq.  **12/3/04**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **5**

SCHEDULE "A"

D398794
D416720
D414058
D410160
D414055
D409025
6167580
D421862
D430757
D428281
D422817
D432814
D446666
D425342
D426729
D432815
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D469522
D468003
D471736
D474631
D471735
D488331

D488308

SEP 16 '04 02:05PM SIMMONS JUVENILE P 170212 850 7104 10 0120150705070500 P.02 P.2

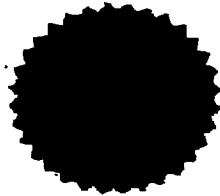
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SIMMONS JUVENILE PRODUCTS COMPANY, INC.", CHANGING ITS NAME FROM "SIMMONS JUVENILE PRODUCTS COMPANY, INC." TO "SJP CORP.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2004, AT 11:44 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3322707

DATE: 08-30-04

2949220 8100

040630476

Patent Number:	D432815
Patent Number:	D441570
Patent Number:	D424848
Patent Number:	D425343
Patent Number:	D425333
Patent Number:	D435356
Patent Number:	D435988
Patent Number:	D435376
Patent Number:	D447647
Patent Number:	D444648
Patent Number:	D444330
Patent Number:	D444004
Patent Number:	D444316
Patent Number:	D445616
Patent Number:	D443447
Patent Number:	D444962
Patent Number:	D444319
Patent Number:	D444654
Patent Number:	D444963
Patent Number:	D443448
Patent Number:	D444973
Patent Number:	D444961
Patent Number:	D442156 D443156
Patent Number:	D469522
Patent Number:	D468003
Patent Number:	D471736
Patent Number:	D474631
Patent Number:	D471735
Patent Number:	D488331
Patent Number:	D488308
Application Number:	29/211567 29 211 567
Application Number:	29/211568 29 211 566
Application Number:	29/211569 29 211 568

CORRESPONDENCE DATA

Fax Number: (516)822-3582
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 516-822-3550
Email: atkdocket@hoffmannbaron.com
Correspondent Name: A. Thomas Kammer - Hoffmann & Baron,LLP
Address Line 1: 6900 Jericho Turnpike
Address Line 2: Suite 200
Address Line 4: Syosset, NEW YORK 11791

NAME OF SUBMITTER:	A. Thomas Kammer, Esq.
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Total Attachments: 3

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AUG 31 2004 15:53:11 FROM CORPORATION TRUST WILM TEAM #2 (MON) 8:30:04 10:50/81. 10:50/10. 4003/90.34 1 4

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:50 AM 08/30/2004
FILED 11:44 AM 08/30/2004
SRV 040430476 - 2949220 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SIMMONS JUVENILE PRODUCTS COMPANY, INC.**

The undersigned, an officer of Simmons Juvenile Products Company, Inc. (the "Corporation"), in order to amend the Certificate of Incorporation pursuant to Section 242 of the Delaware General Corporation Law, hereby certifies as follows:

- FIRST:** The name of the Corporation is Simmons Juvenile Products Company, Inc.
- SECOND:** The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 23, 1998.
- THIRD:** The Certificate of Incorporation is hereby amended by striking out the first paragraph thereof and by substituting in lieu of said paragraph the following new first paragraph:

"1. The name of the corporation is SJP Corp."
- FOURTH:** The amendment of the Certificate of Incorporation set forth herein has been duly adopted by the Board of Directors pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL") and written consent of the stockholders has been given in accordance with the provisions of Sections 228 and 242 of the DGCL.

Dated: August 27, 2004

Thomas J. Matza
Name: Thomas J. Matza
Title: EVP/LFO

SEP 16 '04 02:06PM SIMMONS JUVENILE P 1758212 835 7184 TO 5120150759375656 P.04.4

FROM CORPORATION TRUST WILM TEAM #2

(MON) 8.30'04 10:51/ST. 10:50/NO. 4869796564 P 3

CONSENT TO USE OF NAME

SIP LLC, a limited liability company organized under the laws of the state of Delaware, hereby consents to the use of the corporate name "SIP Corp." by Simmons Juvenile Products Company, Inc., a corporation organized under the laws of the state of Delaware.

IN WITNESS WHEREOF, SIP LLC has caused this consent to be executed this 27 day of August, 2004.

SIP LLC

By: *Simmons Partners, L.P.*, as its sole member

By: *TAK Holdings, Inc.*, as a general partner

By: *[Signature]*
Name: *THOMAS J. MATTEA*
Title: *President*

** TOTAL PAGE.04 **