

10-10-2006



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1. Name of conveying party(ies): Imperial Toy Corporation
Additional name(s) of conveying party(ies) attached? [X] No [] Yes

2. Name and address of receiving party(ies)
Name: Imperial Toy LLC
Internal Address:
Street Address: 2060 E. 7th Street
City: Los Angeles State: Cali ZIP: 90021
Country: USA
Additional name(s) & address(es) attached? [X] No [] Yes

3. Nature of Conveyance:
[] Assignment [] Merger
[] Security Agreement [X] Change of Name
[] Other
Execution Date: 12/21/05

4. Application number(s) or patent number(s):
A. Patent Application No.(s) 29/239,954
Additional numbers attached? [] No [] Yes

[] This document is being filed together with a new application.
B. Patent No.(s)
Additional numbers attached? [] No [] Yes

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Blakely, Sokoloff, Taylor & Zafman LLP
Internal Address:
Street Address: 12400 Wilshire Boulevard 7th Floor
City: Los Angeles State: CA ZIP: 90025
Phone Number: (310) 207-3800
Fax Number: (310) 820-5988
E-mail Address: steven_laut@bstz.com

6. Total number of applications and patents involved: 1
7. Total Fee (37 CFR 3.41).....\$ 40.00
[X] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit Account Number: 02-2666
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9. Statement and signature. To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

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Steven Laut
Name of Person Signing

Signature
Date October 4, 2006

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services Director of the US Patent and Trademark Office P.O. Box 1450 Alexandria, VA 22313-1450

Docket No. 42075P016



State of California
Secretary of State

200585510012

File #

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 31 2005

**LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION**

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. **NAME OF LIMITED LIABILITY COMPANY** (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.")

Imperial Toy LLC

2. **THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.**

3. **THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY** (Check only one)

 ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. **MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE**

2080 East 7th Street

CITY AND STATE

Los Angeles, California

ZIP CODE

90021

5. **NAME OF AGENT FOR SERVICE OF PROCESS** (If the agent is an individual, the agent must reside in California and both Items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1808 and Item 5 must be completed (leave Item 6 blank).)

Peter Tiger

6. **IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA**

2080 East 7th Street

CITY

Los Angeles

STATE

CA

ZIP CODE

90021

CONVERTING ENTITY INFORMATION

7. **NAME OF CONVERTING ENTITY**

Imperial Toy Corporation

8. **FORM OF ENTITY**

Corporation

9. **JURISDICTION**

California

10. **CA SECRETARY OF STATE FILE NUMBER, IF ANY**

C0569838

11. **THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:**

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS.

75 shares of Common Stock

a majority

ADDITIONAL INFORMATION

12. **ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.**

13. **I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.**

SIGNATURE OF AUTHORIZED PERSON

12/21/05
DATE

David Kort, Vice President

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

12/21/05
DATE

Susan Kort, Secretary

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON





**State of California
Secretary of State**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 21 2005

**BRUCE McPHERSON
Secretary of State**