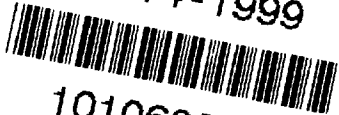
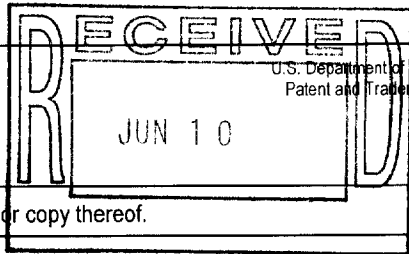


06-14-1999



101063870

ON FORM COVER SHEET  
DEMARKS ONLY



To the Honorable Commissioner of Patents and Trademarks

record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Tom Fields, Ltd.

- Individual(s)
- General Partnership
- Corporation-State NY
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and Address of receiving party(ies)

Name: MEM Company, Inc.

Address: P.O. Box 928  
Northvale, NJ 07647

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State NY
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

6-10-99

- Assignment
- Merger
- Security Agreement
- Change of Name

Other Revised Merger Recordation Cover Sheet to correct the State of Incorporation of the Conveying Party; Original Recordation at Reel/Frame 0955/0155

Execution Date: N/A

10-21-92

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **671,944**

Additional numbers attached?  Yes  No

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

Anna Kraske  
Lynn S. Fruchter  
Cowan, Liebowitz & Latman, P.C.  
1133 Avenue of the Americas  
New York, NY 10036-6799

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

Enclosed

Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

40E

(Attach duplicate copy of this page if paying by deposit account)

06/14/1999 DNGUYEN 00000004 671944

DO NOT USE THIS SPACE

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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.

Anna Kraske

Name of Person Signing

Signature

June 8, 1999

Date

Total number of pages including cover sheet, attachments, and document: 7

921023000472

CT

CT

CERTIFICATE OF MERGER

OF

TOM FIELDS, LTD.

WITH AND INTO

MEM COMPANY, INC.

Under Section 905 of the New York Business Corporation Law

The undersigned, being the President and Secretary respectively, of MEM Company, Inc., a New York corporation, pursuant to the provisions of Section 905 of the Business Corporation Law of New York ("BCL"), do hereby certify as follows:

- MEM Company, Inc. is a New York corporation and owns all of the outstanding shares of Tom Fields, Ltd.
- The name of the surviving corporation is MEM Company, Inc.
- As to Tom Fields, Inc., the designation and number of outstanding shares (of each class) and the number of such shares owned by MEM Company, Inc. are as follows:

Name of Corporation	Designation and Number of Outstanding Shares	Number of Shares owned By Survivor
Tom Fields, Ltd.	200 shares of common stock, no par value	200

The common stock of Tom Fields, Ltd. and MEM Company, Inc. is not subject to change prior to the Effective Date (as hereinafter defined) of the merger.

- No amendments or changes in the Certificate of Incorporation, as previously amended, of MEM Company, Inc. are to be effected by this merger.

RECEIVED  
MEMO 955 (REV) 158

Page 2  
Certificate of Merger  
10/27/92

5. The Certificates of Incorporation of MEM Company, Inc. and Tom Fields, Ltd., respectively, were filed in the office of the Secretary of State of New York as follows:

Corporation

Incorporation Date

MEM Company, Inc.  
Tom Fields, Ltd.

December 13, 1948  
February 7, 1952

6. The merger shall be effective (the "Effective Date") upon filing of the Certificate of Merger by the Department of State of the State of New York pursuant to Section 902 of the BCL.

7. The Plan of Merger was adopted by the Board of Directors of MEM Company, Inc.

8. MEM Company, Inc. owns all of the outstanding shares of Tom Fields, Ltd.

IN WITNESS WHEREOF, the undersigned have executed and subscribed this certificate and affirm the foregoing as true under the penalties of perjury this 21st day of October, 1992.

MEM COMPANY, INC.

By:

*G. A. Mayer*  
Gay A. Mayer, President

By:

*Margaret A. Powers*  
Margaret A. Powers,  
Secretary

com1021

2

TRADEMARK

REEL 0955 FRAME 159

CT: 792102300072

CERTIFICATE OF MERGER

OF

TOM FIELDS, LTD.

WITH AND

INTO

NEW COMPANY, INC.

UNDER SECTION 905 OF THE  
NEW YORK BUSINESS CORPORATION LAW

FILED  
MAY 3 1993

NY

RECEIVED  
TRADEMARK  
OCT 23 1992

OCT 23 12 35 PM '92

APR 13 93

Sho & Gould  
1231 Avenue of the Americas  
New York, New York 10020

1.c.c.  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED OCT 23 1992

TAXES

BY: sub

NY

FILED

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TRADEMARK

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RECORDATION COVER SHEET  
**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

40-481  
40-481  
650-482  
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Tab settings 000

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

1. Name of conveying party(ies):

**TRADEMARK OFF.**  
13  
1993  
TOM ARXLD'S, LTD.

- Individual(s)
- General Partnership
- Corporation-State NJ
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

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

Name: MEM Company, Inc.

Internal Address: \_\_\_\_\_

Street Address: P.O. Box 928

City: Northvale State: NJ Zip: 07647

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State New York NY
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

See Exhibit B - Certified Copy of Certificate of Merger

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 21, 1992

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See attached Exhibit A

Additional numbers attached?  Yes  No

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

Name: Dennis J. Helms, Esq.

Internal Address: \_\_\_\_\_

Street Address: 100 Thayer Circle

City: Princeton State: NJ ZIP: 08540

6. Total number of applications and registrations involved: 27

7. Total fee (37 CFR 3.41): \$ 690.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(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.

Dennis J. Helms  
Name of Person Signing

  
Signature

April 12, 1993  
Date

Total number of pages comprising cover sheet: 5

OSAI Form 0051-0011 (Rev. 4-84)

Do not detach this portion



EXHIBIT A

RECORDED  
 APR 15 1993  
 MAIL ROOM

<u>TRADEMARK</u>	<u>CUR. APP. NO.</u>	<u>APP. DT</u>	<u>CUR. REG. NO</u>	<u>REG. DT</u>
BATHTUB GIN	225015	05AU1965	814164	30AU1966
BOPO	377702	02AU1982	1262791	03JA1984
DEM-D-DERM	104606	16SE1960	719897	15AU1961
DEMOISELLE	73/823067	05SE1989	1595967	15MY1990
FLYING CLIPPER	310945	30OC1968	884760	20JA1970
FLYING CLIPPER	310944	30OC1968	894782	18AU1975
PLAY BALL	41366	26NO1957	681250	30JE1959
TINKERBELL	796442	28AP1989	1569474	05DE1989
TINKERBELL	73/796514	28AP1989	1569589	05DE1989
TINKERBELL	73/796543	28AP1989	1569688	05DE1989
TINKERBELL (Wallets)	73/796246	27AP1989	1569729	05DE1989
TINKERBELL (Canvas Totes, etc)	406456	20OE1982	1308026	04DE1984
TINKERBELL (Pillow, PJ Bag)	73/796468	28AP1989	1569788	05DE1989
TINKERBELL	73/807563	19JE1989	1580147	30JA1990
TINKERBELL	344733	07JA1982	1235582	26AP1983
TINKERBELL	73/796478	28AP1989	1569819	05DE1989
TINKERBELL	73/796469	28AP1989	1569895	05DE1989
TINKERBELL	73/796471	28AP1989	1569977	05DE1989
TINKERBELL (Lip Pomade, etc.)	23142	03JL1957	671944	30OE1958
TINKERBELL (Toilet Water)	627123	27MR1952	596885	12OC1954
TINKERBELL	50469	28AP1958	669730	11NO1958
MONEY BUNCH	517523	14JA1985	1382931	18FE1986
TINKER BELL	360399	19AP1982	1244592	05JL1983
TINKER BELL	73/796470	28AP1990	1613931	18SE1990
DIRTBUSTERS	519543	28JA1985	1411926	07OC1986
TINKERBELL	74/054865	02MY1990	1634888	12FE1991
TINKERBELL	74/261569	02AP1992	1736777	01OE1992

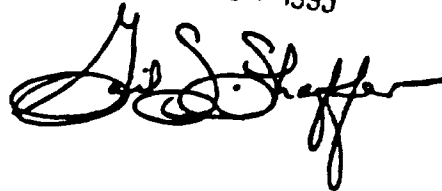
State of New York }  
Department of State } ss:

021410

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

MAR 31 1993



*Secretary of State*

TRADEMARK

REEL 0955 FRAME 157

DOB-200 (12/87)