

05-19-2000



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OPR/FINANCE

RECORD SHEET

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

4.19.00

New

Resubmission (Non-Recordation)

Document ID #

Correction of PTO Error

Reel #

Frame #

Corrective Document

Reel #

Frame #

Conveyance Type

Assignment

License

Security Agreement

Nunc Pro Tunc Assignment

Merger

Effective Date
Month Day Year

4/4/2000

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Build-A-Bear Workshop, L.L.C.

Execution Date
Month Day Year

4/4/2000

Formerly

Individual

General Partnership

Limited Partnership

Corporation

Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Missouri

Receiving Party

Mark if additional names of receiving parties attached

Name Build-A-Bear Workshop, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 1964 Innerbelt Business Center Drive

Address (line 2)

Address (line 3) St. Louis

City

Missouri

State/Country

63114

Zip Code

Individual

General Partnership

Limited Partnership

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation

Association

Other

Citizenship/State of Incorporation/Organization Delaware

05/18/2000 JSHBAZZ 00000032 110160 74733152 FOR OFFICE USE ONLY

01 FC:481

02 FC:482

350.00 CH

40.00 OP

2175.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002072 FRAME: 0378

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

~~SEE ATTACHED~~

~~SEE ATTACHED~~

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

If insufficient,

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Alan S. Nemes
Name of Person Signing

Alan S. Nemes
Signature

4-12-00
Date Signed

REGISTRATIONS

THE BEARRIFIC BEAR FACTORY	74/735,152 ✓	1,998,311 ✓
THE BEARRIFIC BEAR FACTORY and Design	74/735,150 ✓	1,999,863 ✓
BEARTH CERTIFICATE and Design	74/735,149 ✓	2,001,349 ✓
BEARTH CERTIFICATE	75/086,226 ✓	2,050,734 ✓
THE BEARRIFIC BEAR FACTORY	75/096,492 ✓	2,071,525 ✓
BUY STUFF CLUB	75/430,595 ✓	2,217,419 ✓
CHUBBY CUBBY	75/478,410 ✓	2,242,862 ✓
FIND-A-BEAR	75/266,154 ✓	2,279,762 ✓
COLLECTIBEAN	75/253,366 ✓	2,285,982 ✓
CUB CONDO	75/389,038 ✓	2,286,392 ✓
LIL CUB	75/580,289 ✓	2,298,153 ✓
ROLY POLY PANDA	75/555,669 ✓	2,325,655 ✓
A PAWSITIVELY FUN FAMILY EXPERIENCE	75/711,771 ✓	2,329,718 ✓

APPLICATIONS

BUILD-A-BEAR WORKSHOP	75/245,812 ✓
BEARY NEWSWORTHY	75/245,814 ✓
WHERE BEST FRIENDS ARE MADE	75/247,417 ✓
COLLECTIBEAR	75/255,282 ✓
COLLECTIBUNNY	75/255,283 ✓
TEDDYLOGY	75/255,284 ✓
LIBEAR Y	75/255,285 ✓
BUILD-A-DOLL WORKSHOP	75/272,137 ✓
BUILD-A-BEAR WORKSHOP & DESIGN	75/301,709 ✓
BEARISM	75/335,759 ✓
STITCHED WITH LOVE	75/351,922 ✓
STUFFING COLUMN DESIGN	75/379,554 ✓
SEWING COLUMN DESIGN	75/379,653 ✓
ZIPPER COLUMN DESIGN	75/379,668 ✓
BUILD-A-BEAR WORKSHOP & DESIGN	75/379,674 ✓
HIBERNITIES	75/388,006 ✓
BUILD-A-PARTY	75/426,819 ✓
BEAR UNIVERSITY	75/430,593 ✓
HEART IN A BEAR TRADEDRESS	75/434,462 ✓
AUDIO SHELF SOUND STATION DESIGN	75/434,463 ✓
SPOOL DESIGN	75/434,464 ✓
CHOOSE ME, STUFF ME, STITCH ME, FLUFF ME ... DESIGN	75/434,465 ✓
BUTTON WALL WITH SPOOLS DESIGN	75/434,466 ✓
BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE	75/438,038 ✓
ALL THE NEWS THAT'S BROUGHT TO BEAR	75/438,039 ✓
BEAR CENTENNIAL	75/438,040 ✓
BUTTON DESIGN	75/438,438 ✓
AIR BATH DESIGN	75/438,439 ✓
BUILD-A-GRAM	75/443,984 ✓
CUB CONDO DESIGN	75/444,741 ✓
BUILD-A-SPIRIT	75/480,177 ✓
HEART IN A BEAR LOGO	75/497,033 ✓
BEAR BUCKS	75/497,034 ✓
DESIGN (BEAR HEAD)	75/505,792 ✓
BUILD-A-BUG	75/557,108 ✓
HEART IN A BEAR STORE FIXTURE	75/566,040 ✓
BUILD-A-SMILE	75/576,840 ✓
TEDDY BEAR CENTENNIAL	75/587,559 ✓
BEAREMY	75/591,251 ✓
MEMBEAR	75/609,551 ✓
LOVE STUFF HEADQUARTERS	75/611,263 ✓
HUGDAY	75/623,042 ✓
STUFFIT AND FLUFFIT	75/656,978 ✓
CUB CONDO II (DESIGN)	75/657,901 ✓
FRIENDS TO BE MADE	75/657,902 ✓
FLUFF AND STUFF	75/659,467 ✓
TRAVELING TEDDY	75/664,633 ✓
CHOOSE ME, STUFF ME, STITCH ME, FLUFF ME, DRESS ME, HEAR M	75/674,299 ✓
BEAR-A-LOG	75/723,826 ✓
BUILD-A-MONSTER	75/729,915 ✓

APPLICATIONS

HEART STUFF	75/744,567 ✓
AMAZING BEARLIN	75/763,895 ✓
BEAR REPAIR HOSPITAL	75/764,120 ✓
BEARARMOIRE	75/776,418 ✓
BEARARMOIRE DESIGN	75/782,914 ✓
PERKY PENGUIN	75/801,850 ✓
LUCKY KITTY	75/801,851 ✓
BEARY LUCKY CASINO	75/809,839 ✓
BEAREMY	75/829,777 ✓
WHERE SPECIAL MEMORIES ARE MADE	75/831,936 ✓
BEAR STUFF	75/835,815 ✓
MADAME DU BEAR	75/835,819 ✓
BROWSE-A-BEAR	75/835,823 ✓
BEARRIFIC	75/862,178 ✓
STUFFED WITH HUGS AND GOOD WISHES	75/866,045 ✓
NUMBEAR	75/873,244 ✓
LIL O'CUB	75/874,227 ✓
KUDDLY KOALA	75/874,494 ✓
JELLI BEARS	75/876,452 ✓
BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS . . . & MEDALLIO	75/883,075 ✓
BEARITAGE	75/884,783 ✓
BABW	75/899,146 ✓
BABW and Design (Paw Print)	75/899,148 ✓
BEARISH	75/919,795 ✓
BUILD-A-SOUND	75/927,529 ✓

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BUILD-A-BEAR WORKSHOP, L.L.C.", A MISSOURI LIMITED LIABILITY COMPANY,

WITH AND INTO "BUILD-A-BEAR WORKSHOP, INC." UNDER THE NAME OF "BUILD-A-BEAR WORKSHOP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF APRIL, A.D. 2000, AT 9:01 O'CLOCK A.M.

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



3177986 8100M

001172891

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0361820

DATE: 04-05-00

TRADEMARK
REEL: 002072 FRAME: 0383

**CERTIFICATE OF MERGER OF
BUILD-A-BEAR WORKSHOP, L.L.C.
INTO
BUILD-A-BEAR WORKSHOP, INC.**

It is hereby certified that:

FIRST. The constituent business corporation and limited liability company participating in the merger herein certified are:

NAME	STATE OF FORMATION/ INCORPORATION
Build-A-Bear Workshop, L.L.C.	Missouri
Build-A-Bear Workshop, Inc.	Delaware

SECOND. An Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of the State of Delaware and Section 347.720 of the Missouri Limited Liability Company Act respectively.

THIRD. The name of the surviving corporation in the merger herein certified is Build-A-Bear Workshop, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH. The Certificate of Incorporation of Build-A-Bear Workshop, Inc. as now in force and effect shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 1964 Innerbelt Business Center Drive, St. Louis, Missouri 63118.

SIXTH. A copy of the Agreement of Merger will be furnished by the aforesaid surviving corporation, on request and without cost to any member/stockholder of either of the aforesaid constituent entities.

SEVENTH. In accordance with the Agreement of Merger, the effective date of the merger shall be April 4, 2000.

In affirmation thereof, the facts stated above are true:

Dated April 4, 2000

BUILD-A-BEAR WORKSHOP, L.L.C.

By: Maxine Clark
Maxine Clark, Manager
Authorized Signature

Dated April 4, 2000

BUILD-A-BEAR WORKSHOP, INC.

By: Maxine Clark
Maxine Clark, President

1143362.03