

08-08-2000



101425718

COVER SHEET

IS ONLY

Docket No.:

26856

Tab settings: → → → ▼

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

1. Name of conveying party(ies):

CREATIVE ART ACTIVIES, INC.



Name and address of receiving party(ies):

name: A.W. FABER-CASTELL USA, INC.

07-13-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #11

Internal Address:

- Individual(s)
- General Partnership
- Corporation-State **Ohio**
- Other \_\_\_\_\_

- Association
- Limited Partnership

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

Street Address: **438 Main Street**

City: **Bedminster** State: **NJ** ZIP: **07921**

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State **Delaware**
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

- Ass gnment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: **March 31, 2000**

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

A. Trademark Application No.(s)

Exhibit A, attached

B. Trademark Registration No.(s)

Exhibit A, attached

75814424

Additional numbers  Yes  No

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

Name: **Sean T. Moorhead**

Internal Address:

**CALFEE, HALTER & GRISWOLD, LLP**

**1400 McDonald Investment Center**

Street Address: **800 Superior Avenue**

City: **Cleveland** State: **OH** ZIP: **44114**

6. Total number of applications and registrations involved:.....

24

7. Total fee (37 CFR 3.41):.....\$ **\$615.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**03-0172**

08/07/2000 MTHAI1 00000150 75814424

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 575.00 OP

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.

**Sean T. Moorhead**

Name of Person Signing

*Sean J. Moorhead*

Signature

**7/5/2000**

Date

Total number of pages including cover sheet, attachments, and

**TRADEMARK**

**EXHIBIT A****PENDING APPLICATIONS**

<b>MARK</b>	<b>APP. NO.</b>	<b>FILING DATE</b>
JUST ADD IMAGINATION	75/814,424	10/04/99
GIRL TRENDS	75/861,220	11/26/99
CREATIVITY FOR KIDS - Logo Design	75/813,642	10/04/99
The color yellow with logo	75/513,900	06/28/98

**U. S. REGISTRATIONS**



<b>MARK</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
CREATIVITY FOR KIDS	1,922,203	09/26/95
WORLD OF KIDS SMILING EARTH	2,094,815	09/09/97
GROSS AND YUCKY MONSTER	1,514,717	11/29/88
PHYLLIS AND EVELYN	1,885,083	03/21/95
CRAFTIVITY	2,008,440	10/15/96
NIGHT SKY	2,140,906	03/03/98
PEACE LOVE AND CREATIVITY	2,140,904	03/03/98
CHAIN LETTERS	2,140,905	03/03/98
COPY CAST	2,140,907	03/03/98
WEE ENCHANTED GARDEN	2,147,423	03/31/98
AMIGO BANDS	2,167,271	06/23/98
WHAT IF WHY NOT	2,165,853	06/16/98
BRAIDLOCKS	2,176,422	07/28/98
PRE SCHOOL	2,191,665	09/22/98
CREATIVITY PRESS	2,212,439	12/22/98
LEARNING BY DOING LIBRARY	2,222,261	02/09/99
IMAGINATION TRANSPORTATION	2,282,439	10/05/99
MAGNETIVITY	2,314,993	02/01/00
LETS PRETEND	1,923,834	10/03/95
LOOKIN GOOD	1,607,544	07/24/90

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
3/27/2000	200008300048	MUL MERGER/LICENSING FOREIGN CORP/FOR PROFIT	100.00	10.00	0.00	0.00	0.00
		<b>TOTAL</b>	100.00	10.00	0.00	0.00	0.00

Return To:  
CT CORPORATION SYSTEM  
ATTN L CAUDILL  
17 S HIGH ST STE 1100  
COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



*The State of Ohio*  
 *Certificate* 

*Secretary of State - J. Kenneth Blackwell*

**1142640**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for A.W. FABER-CASTELL USA, INC. and that said business records show the filing and recording of:*

Document(s)  
MERGER/LICENSING FOREIGN CORP/FOR PROFIT

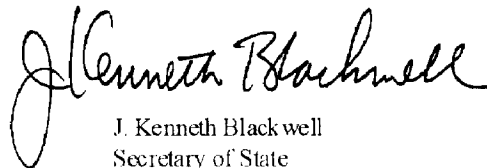
Document No(s)  
200008300048

*\*Authorization to transact business in Ohio is hereby given, until  
surrender, expiration or cancellation of this license.*

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the Secretary  
of State at Columbus, Ohio, This 31st day of  
March, A.D. 2000



  
J. Kenneth Blackwell  
Secretary of State

**TRADEMARK**  
**REEL: 002116 FRAME: 0173**



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form

Yes

### CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

RECEIVED

MAR 22 2000

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

A.W. FABER-CASTELL USA, INC.

J. KENNETH BLACKWELL  
SECRETARY OF STATE

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

NOT APPLICABLE

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) for-profit corporation, charter number \_\_\_\_\_
- Domestic (Ohio) non-profit corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of DELAWARE and NOT licensed to transact business in the state of Ohio,
- Domestic (Ohio) limited liability company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) limited partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) partnership having limited liability, with the registration number \_\_\_\_\_

**J. Kenneth Blackwell**  
**Secretary of State**

- Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) non-profit incorporation under the laws of the state/country of \_\_\_\_\_ and **not** licensed to transact business in the state of Ohio.

**II. MERGING ENTITY**

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
<u>CREATIVE ART ACTIVITIES, INC. -</u> <u>CHARTER NO. 490556</u>	<u>OHIO</u>	<u>CORPORATION</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

<u>A.W. FABER-CASTELL USA, INC.</u> (name)	<u>438 MAIN STREET</u> (street and number)
<u>BEDMINSTER</u> (city, village or township)	<u>NEW JERSEY</u> <u>07921</u> (state) (zip code)

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on: MARCH 31, 2000 a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

<u>CT CORPORATION SYSTEM</u> (name)	<u>1300 EAST NINTH STREET</u> (street and number)
<u>CLEVELAND</u> , Ohio (city, village or township)	<u>44114</u> (zip code)

*(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)*

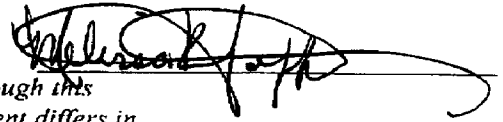
**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

# J. Kenneth Blackwell

Secretary of State

Signature of Agent



*(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)*

## VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

## IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change")

## X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

<u>CT CORPORATION SYSTEM</u>		<u>1300 EAST NINTH STREET</u>
(name)		(street and number)
<u>CLEVELAND</u>	, Ohio	<u>44114</u>
(city, village or township)		(zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

### 1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is NOT APPLICABLE

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

\_\_\_\_\_  
\_\_\_\_\_

(c.) The location of the main office (non-Ohio) shall be:

\_\_\_\_\_ (street address)

\_\_\_\_\_ (city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)

**J. Kenneth Blackwell**  
**Secretary of State**

(d.) The principal office location in the state of Ohio shall be:

\_\_\_\_\_ (street address)  
\_\_\_\_\_  
\_\_\_\_\_ (city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)  
**(Please note, if there will not be an office in the state of Ohio, please list none.)**

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

**2. Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

NOT APPLICABLE

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

\_\_\_\_\_ (street address)  
\_\_\_\_\_  
\_\_\_\_\_ (city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)

**3. Foreign Qualifying Limited Partnership**

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

NOT APPLICABLE

(b.) The limited partnership was formed on \_\_\_\_\_

(c.) The address of the office of the limited partnership in its state/country of organization is:

\_\_\_\_\_ (street address)  
\_\_\_\_\_  
\_\_\_\_\_ (city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)

(d.) The limited partnership's principal office address is:

\_\_\_\_\_ (street address)  
\_\_\_\_\_  
\_\_\_\_\_ (city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

**J. Kenneth Blackwell**  
Secretary of State

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

\_\_\_\_\_  
(street address)  
\_\_\_\_\_  
(city, township, or village)                      (county)                      (state)                      (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

**4. Foreign Qualifying Partnership Having Limited Liability**

(a.) The name of the partnership shall be  
NOT APPLICABLE

(b.) Please complete the following appropriate section (either item b(1) or b(2)):  
(1.) The address of the partnership's principal office in Ohio is:

\_\_\_\_\_  
(street name and number)  
\_\_\_\_\_, Ohio  
(city, village or township)                      (zip code)

*(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)*

(2.) The address of the partnership's principal office (Non-Ohio):

\_\_\_\_\_  
(street address)  
\_\_\_\_\_  
(city, township, or village)                      (state)                      (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

\_\_\_\_\_  
(name)                      (street and number)  
\_\_\_\_\_, Ohio  
(city, village or township)                      (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

\_\_\_\_\_

(e.) The business which the partnership engages in is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

A.W. FABER-CASTELL USA, INC.

(Exact name of entity)

By:   
Its: PRESIDENT (CHRISTOPHER M. WIEDENMAYER)  
Date: MARCH 17, 2000

CREATIVE ART ACTIVITIES, INC.

(Exact name of entity)

By:   
Its: PRESIDENT (CHRISTOPHER M. WIEDENMAYER)  
Date: MARCH 17, 2000



**J. Kenneth Blackwell**  
Secretary of State

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

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(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

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(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_

\_\_\_\_\_  
(Exact name of entity)  
**By:** \_\_\_\_\_  
**Its:** \_\_\_\_\_  
**Date:** \_\_\_\_\_