

06-26-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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T U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

OM Association, Inc.

6-1401

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

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

3. Nature of conveyance:

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

Execution Date: September 22, 2000

2. Name and address of receiving party(ies)

Name: Destination Imagination, Inc.

Internal Address: X

Street Address: 114 E. High Street

City: Glassboro State: NJ Zip: 08028

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New Jersey
- 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

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

A. Trademark Application No.(s)

78005696 and 78005878 and 75781607

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Rosanna L. Suriano

Internal Address: 1800 One Liberty Place

Street Address: White and Williams LLP,

1650 Market Street, Suite 1800

City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501292

(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.

Rosanna L. Suriano
Name of Person Signing

Signature

June 11, 2001
Date

Total number of pages including cover sheet, attachments, and document: 12

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

DESTINATION IMAGINATION, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Incorporation and Name Chnage, Merger
Correction and Amendments
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

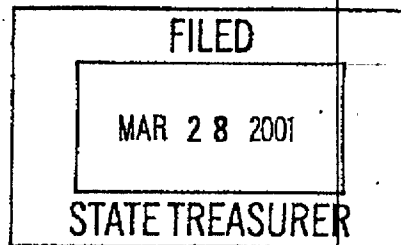
IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
29th day of May, 2001



A handwritten signature in black ink, which appears to read "Peter R. Lawrance". The signature is written in a cursive style.

Peter R Lawrance
Acting State Treasurer

Cor

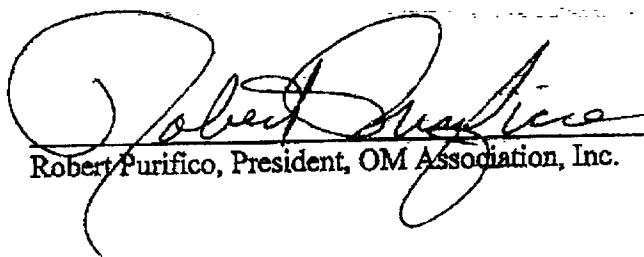


CERTIFICATE OF CORRECTION OF:

OM Association, Inc.

The undersigned, pursuant to Title 15A:1-7(a) New Jersey Nonprofit Corporation Act, hereby submits for filing a Certificate of Correction, executed on behalf of the above named Corporation.

1. The Certificate to be Corrected is the Certificate of Merger of Destination ImagiNation, Inc. into OM Association, Inc., filed with State Treasurer Roland Machold on September 22, 2000 ("Certificate").
2. Although the Certificate is substantively correct, the language of the Certificate needs to be corrected to conform to Colorado Law.
3. The Certificate of Correction hereby reads as follows; see attached Exhibit "A".


 Robert Purifico, President, OM Association, Inc.

Date: February 15, 2001

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EXHIBIT A

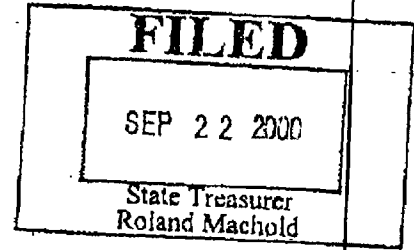
CERTIFICATE AND ARTICLES MERGER
OF
Destination ImagiNation
(a Colorado Non-Profit Corporation)
INTO
OM Association, Inc.
(a New Jersey Non-Profit Corporation)

CERTIFICATE OF MERGER

OF

Destination ImagiNation, Inc.
(A Colorado Corporation)
INTO

OM Association, Inc.
(A New Jersey Corporation)



Under and pursuant to N.J.S.A. 15A:10-1 et seq., we the undersigned, being respectively the Presidents of Destination ImagiNation, Inc. (The Colorado Corporation) and OM Association, Inc. (The New Jersey Corporation) hereby certify that:

1. The Plan of Merger was adopted by the Board of Directors of each constituent Corporation.

2. The name of each of the constituent corporations are as follows:

Destination ImagiNation, Inc. (The Colorado Corporation)

OM Association, Inc. (The New Jersey Corporation)

The name of the surviving corporation is OM Association, Inc. (The New Jersey Corporation)

3. The designation and number of outstanding shares of each class and series of each constituent corporation entitled to vote is as follows:

Destination ImagiNation, Inc. (The Colorado Corporation) has zero (0) shares issued.

OM Association, Inc. (The New Jersey Corporation) has zero (0) shares issued.

The Merger was authorized by the unanimous written consent of the Directors of each corporation.

4. The effective date of the Merger shall be upon filing.

5. The Plan of Merger is attached hereto marked Exhibit "A".

IN WITNESS WHEREOF, we have signed and verified this Certificate this 17th day of August, 2000.

Destination ImagiNation, Inc.
(The Colorado Corporation)

Thomas M. Mauro
Thomas M. Mauro Chairman of
The Board

OM Association, Inc.
(The New Jersey Corporation)

Pat DiLego
Pat DiLego Chairman of
The Board

Thomas M. Mauro
Thomas M. Mauro President

Robert Purifico
Robert Purifico President

IN WITNESS WHEREOF, we have signed and verified this Certificate this 17th day of August, 2000.

Destination ImagiNation, Inc.
(The Colorado Corporation)

Thomas M. Mauro
Thomas M. Mauro Chairman of
The Board

OM Association, Inc.
(The New Jersey Corporation)

Pat DiLego Chairman of
The Board

Thomas M. Mauro
Thomas M. Mauro President

Robert Purifico President

EXHIBIT "A"

PLAN OF MERGER

Pursuant to N.J.S.A. 15A:10-1 et seq., the following represents a Plan of Merger to be voted upon by the Board of Directors of Destination ImagiNation, Inc. (The Colorado Corporation), herein sometimes referred to as the Merging corporation, and OM Association, Inc. (The New Jersey Corporation) sometimes referred to as the Surviving corporation, said corporations hereinafter referred to jointly as the Constituent corporations.

WITNESSETH:

WHEREAS Destination ImagiNation, Inc. (The Colorado Corporation) is a nonprofit corporation organized and existing under the laws of the State of Colorado, its Certificate of Incorporation, having been filed in the office of the Colorado Secretary of State on July 19, 1999; and

WHEREAS the total number of shares of stock which Destination ImagiNation, Inc. (The Colorado Corporation) has authority to issue is zero (0) shares; and

WHEREAS OM Association, Inc. (The New Jersey Corporation), a nonprofit corporation organized and existing under the laws of the State of New Jersey, its Certificate of Incorporation, having been filed in the office of the New Jersey Secretary of State on January 22, 1982; and

WHEREAS the total number of shares of stock which OM Association, Inc. (The New Jersey Corporation) the surviving corporation has authority to issue is zero (0) shares; and

WHEREAS the Board of Directors of each of the Constituent corporations deems it advisable that Destination ImagiNation, Inc. (The Colorado Corporation) be merged into OM

Association, Inc. (The New Jersey Corporation) on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the New Jersey Nonprofit Corporation Act and the Colorado Revised Nonprofit Corporation Act which permit such merger;

NOW THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, the Merging corporation and the Surviving corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Merging corporation and the Surviving corporation shall be merged into a single corporation, in accordance with applicable provisions of the New Jersey Nonprofit Corporation Act and the Colorado Revised Nonprofit Corporation Law by Destination ImagiNation, Inc. (The Colorado Corporation) merging into OM Association, Inc. (The New Jersey Corporation) which shall be the Surviving corporation. The principal office of the Surviving Corporation in the State of New Jersey is located at 114 East High Street, Glassboro, New Jersey 08028.

ARTICLE II

This merger shall be effective upon filing.

1. The Constituent corporations shall be a single corporation, which shall be the Surviving corporation, and the separate existence of the corporations shall cease except to the extent provided by law in the case of a corporation after its merger into another corporation.
2. The Surviving corporation shall thereupon and thereafter, possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the Merging corporation; and all property, real, personal and mixed, and all debts

due on whatever account, and all other choices in action, and all and every other interest of, or belonging to, or due to the Merging corporation, shall be taken and deemed to be vested in the Surviving corporation without further act or deed.

3. The Surviving corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the Merging corporation; and any claim existing or action or proceeding pending by or against the Merging corporation may be prosecuted to judgment or, if deemed necessary the Surviving corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Constituent corporations shall be impaired by the merger;
4. The By-laws of OM Association, Inc. (The New Jersey Corporation) as existing and constituted immediately prior to the effective date of merger shall be and constitute the By-laws of the Surviving corporation;
5. The directors of the Surviving Corporation upon this merger taking full effect, shall be eighteen (18) in number and be those persons named below, to serve for the remainder of the present terms of office of the Surviving Corporation and until their successors shall have been elected and qualified:

Connie Ackerman
 Frank Begun
 Reggie Bunis
 Sue Fischer
 Faith Garriock
 Rich Kawolics
 Monica Manuell
 Thomas M. Mauro
 Jill Schoonmaker

Ganeath Brewer
 Tom Budish
 Pat DiLego
 David Domsch
 Susan Numemaker
 Regina O'Brien
 Pat Swanson
 Michael Watty
 Nancy Wingenbach

6. OM may be served with process in the State of Colorado in any proceeding for the enforcement of any obligation of Destination ImagiNation, OM irrevocably

appoints the Secretary of State of the State of Colorado as its agent to accept service of process in any such proceeding.

ARTICLE III

The Certificate of Incorporation of the Surviving Corporation filed in the office of the New Jersey Secretary of State on January 22, 1982, shall be the Certificate of Incorporation of the Surviving corporation on the effective date of this merger.

ARTICLE IV

The Surviving corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE V

If at any time the Surviving corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving corporation the title to any property or rights of the Merging corporation, the proper officers and directors of the Merging corporation shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE VI

This Plan and Agreement of Merger shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations in accordance with the requirements of the laws of the states of New Jersey and Colorado.

ARTICLE VII

This Plan and Agreement involves a statutory merger of a corporation referred to in Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended, and this Plan and Agreement of Merger is adopted to satisfy the requirements of said section of the Internal Revenue Code pertaining to non-recognition of gains and losses. It is the intention of this Plan and Agreement of Merger to comply with the requirements of said section of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII

Notwithstanding anything to the contrary contained or implied herein, this Plan may be abandoned by the governing board of either of the Merging Corporations without further liability and obligation at any time prior to the delivery by Destination ImagiNation of this Plan of Merger to the Colorado Secretary of State for filing. Such abandonment shall occur by the delivery of a notice by either of the Merging Corporations to the other stating that the merger has been abandoned.

ARTICLE IX

In the event the merger herein contemplated is not completed, each Merging Corporation shall bear its own expenses incurred in the negotiation and processing of this Plan.

ARTICLE X

Upon the Effective Date, and subject to the provisions of Article VIII of this Plan, the Merging Corporations shall be and become a single non-profit corporation and the separate existence of Destination ImagiNation shall cease.

ARTICLE XI

This Plan may be executed in counterparts, each of which shall be deemed an original document, but together they shall be deemed to constitute only one agreement.

White and Williams LLP



1800 One Liberty Place
Philadelphia, PA 19103-7395
215.864.7000
Fax: 215.864.7123

Rosanna L. Suriano
Direct Dial: 215.864.7045
Direct Fax: 215.789.7545
surianor@whitewms.com

June 18, 2001

Via Express Mail

United States Patent and Trademark Office
Commissioner of Patent and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Dear Sir or Madam:

Enclosed please find a copy of the Recordation Form and Cover Sheet for Trademark Applications 78/005696, 78/005878 and 75/781607, State of New Jersey Department of Treasury Filing Certification and Certificate of Correction of: OM Association, Inc.

Please do not hesitate to contact me with any questions you may have.

Very truly yours,

WHITE AND WILLIAMS LLP

By: 

Rosanna L. Suriano

RLS/lab

Enclosures

cc: Jennifer M.B. Krisp, Esquire
Sue Ellen C. Hickey, Esquire
Scott Baldwin, Esquire

Doc#: 1202690 v1

Allentown, PA • Paoli, PA • Pittsburgh, PA
New York, NY • Westmont, NJ • Wilmington, DE

RECORDED: 06/18/2001

TRADEMARK
REEL: 002319 FRAME: 0463