

10-22-2002



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FINANCE SECTION  
RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

Submission Type

New *10-16-02*

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

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Association

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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.)

10/21/2002 LMUELLER 00000096 76255601

FOR OFFICE USE ONLY

01 FC:8521 40.00 OP  
02 FC:8522 100.00 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

**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

317-231-1313

Name

Julia Spoor Gard

Address (line 1)

Barnes & Thornburg

Address (line 2)

11 South Meridian Street

Address (line 3)

Indianapolis, Indiana 46204

Address (line 4)

**Pages**

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

#

12

**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)

76255601

76172735

76237643

76172734

76237565

**Number of Properties**

Enter the total number of properties involved.

#

5

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

140.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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

Deposit Account Number:

#

10-0435

Authorization to charge additional fees:

Yes

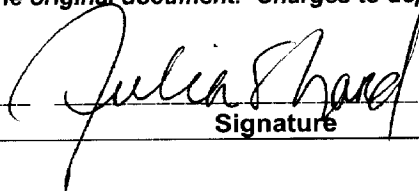
No

**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.

Julia Spoor Gard

Name of Person Signing



Signature

10/11/2002

Date Signed

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner

## ARTICLES OF ~~CONSOLIDATION~~ MERGER (General Laws, Chapter 156B, Section 79)

~~XXXXXXXXXX~~ merger of Cosco, Inc. and Infantino, Inc.  
(both Indiana Corporations)  
with  
Safety 1st, Inc.  
(a Massachusetts Corporation)

the constituent corporations, into

Safety 1st, Inc.

~~XXXXXXXXXX~~ one of the constituent corporations organized under the laws of Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~XXXXXXXXXX~~ merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~XXXXXXXXXX~~ surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
2. The effective date of the ~~XXXXXXXXXX~~ merger determined pursuant to the agreement of ~~XXXXXXXXXX~~ merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

July 2, 2001

3. (For a merger)

\*\*The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

- 1) The name of the surviving corporation will be:  
Dorel Juvenile Group, Inc.
- 2) See Attachment A, Article II and Article VI.

SECRETARY OF THE COMMONWEALTH  
CORPORATION DIVISION  
1 JUL 2 2001 1:47

C   
P   
M   
R.A.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

\*\* (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

\*\* (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

\*\* (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the ~~resulting~~ "surviving corporation.

(a) The street address of the ~~resulting~~ "surviving corporation in Massachusetts is: (post office boxes are not acceptable)  
45 Dan Road, Canton Commerce Center, Canton, MA 02021

(b) The name, residential address and post office address of each director and officer of the ~~XXXXXX~~ surviving corporation is:

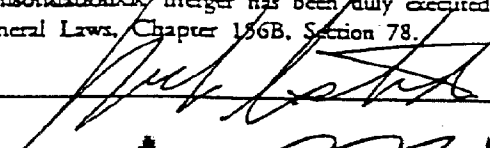
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:	See Attachment B.		
Clerk:			
Directors:			

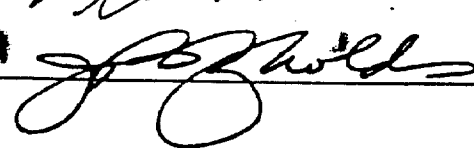
(c) The fiscal year end (i.e. tax year) of the ~~XXXXXX~~ surviving corporation shall end on the last day of the month of December.

(d) The name and business address of the resident agent, if any, of the ~~XXXXXX~~ surviving corporation is:

Corporation Service Company  
84 State Street  
Boston, MA 02109

The undersigned ~~XXXXXX~~ President and ~~XXXXXX~~ Clerk of Dorel Juvenile Group, Inc. (f/k/a Safety 1st, Inc.), a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~XXXXXX~~ merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

 \_\_\_\_\_, "President ~~XXXXXX~~"

 \_\_\_\_\_, "Clerk ~~XXXXXX~~"

(b) The name, residential address and post office address of each director and officer of the ~~XXXXXX~~ surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:	See Attachment B.		
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the ~~XXXXXX~~ surviving corporation shall end on the last day of the month of December

(d) The name and business address of the resident agent, if any, of the ~~XXXXXX~~ surviving corporation is:

Corporation Service Company, 84 State Street, Boston, MA 02109

FORMASSACHUSETTS CORPORATIONS

Dorel Juvenile Group, Inc.

The undersigned \*President ~~XXXXXXXXXX~~ and \*Clerk ~~XXXXXXXXXX~~ of (E/k/a Safety 1st, Inc.) a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of \*consolidation / \*merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

see attached for signature, \*President ~~XXXXXXXXXX~~

Nick Costides

Jonathan Reynolds, \*Clerk ~~XXXXXXXXXX~~

Jonathan Reynolds

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary

of Cosco, Inc., a corporation organized under the laws of

Indiana, further state under the penalties of perjury that the agreement of ~~XXXXXX~~

\*merger has been duly adopted by such corporation in the manner required by the laws of Indiana.

*\*Delete the inapplicable words.*

*†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.  
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.*

† see attached for signature  
Nick Costides, President

†† Jonathan Reynolds, Secretary

(b) The name, residential address and post office address of each director and officer of the \*resulting / \*surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the \*resulting / \*surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the \*resulting / \*surviving corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The \*resulting / \*surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the \*resulting / \*surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned \*President, \*Vice President and \*Clerk / \*Assistant Clerk of \_\_\_\_\_, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of \*consolidation / \*merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

\_\_\_\_\_, \*President / \*Vice President  
\_\_\_\_\_, \*Clerk / \*Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of Infantino, Inc., a corporation organized under the laws of

Indiana, further state under the penalties of perjury that the agreement of ~~XXXXXX~~

\*merger has been duly adopted by such corporation in the manner required by the laws of Indiana.

\*Delete the inapplicable words.  
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.  
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Martin Schwartz, President  
†† Jonathan Reynolds, Secretary

(b) The name, residential address and post office address of each director and officer of the "resulting / "surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the "resulting / "surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the "resulting / "surviving corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The "resulting / "surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the "resulting / "surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FORMASSACHUSETTS CORPORATIONS

The undersigned "President / "Vice President and "Clerk / "Assistant Clerk of \_\_\_\_\_, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of "consolidation / "merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

\_\_\_\_\_, "President / "Vice President

\_\_\_\_\_, "Clerk / "Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of Infantino, Inc., a corporation organized under the laws of Indiana, further state under the penalties of perjury that the agreement of ~~consolidation~~ "merger has been duly adopted by such corporation in the manner required by the laws of Indiana.

\*Delete the inapplicable words.  
†Specify the officer having power and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.  
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Martin Schwartz, President

†† Jonathan Reynolds, Secretary



Attachment A

DESCRIPTION OF AMENDMENTS TO ARTICLES OF ORGANIZATION

ARTICLE II is hereby amended by deleting all language contained therein, and inserting in place thereof, the following:

To engage in any lawful activity for which corporations may be organized under the Massachusetts Business Corporation Law, including, but not limited to, the manufacture of various juvenile products, ready-to-assemble furniture, and home furnishings.

ARTICLE VI is hereby amended by deleting all language contained therein, and inserting in place thereof, the following:

1. Rights to Indemnification and Advancement of Expenses.

(a) The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was

- (i) a member of the Board of Directors of the Corporation,
- (ii) an officer of the Corporation, or
- (iii) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Massachusetts Business Corporation Law ("BCL"). The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the BCL. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the Indemnitee in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

(b) Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article VI and the procedures specified in the BCL.

(c) The indemnification provided under this Article VI shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this Article VI.

2. Other Rights Not Affected. Nothing contained in this Article VI shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article VI to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article VI. Therefore, indemnification shall be provided in accordance with this Article VI irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws, subject to the conditions specified in the BCL.

830320.1

Attachment B

The name, residential address and post office address of each officer and director of the surviving corporation are:

Title	Name	Residential Address	Post Office Address
President	Nick Costides	4509 Heatherwood Blvd. Greenwood, Indiana 46143	2525 State Street Columbus, Indiana 47201
Treasurer	Donald March	4574 Silver Hill Drive Greenwood, Indiana 46142	2525 State Street Columbus, Indiana 47201
Clerk (Secretary)	Jonathan Reynolds	4923 E. Windsor Lane Columbus, Indiana 47201	2525 State Street Columbus, Indiana 47201
Director	Martin Schwartz	9 Roxborough Avenue Westmount Quebec H3Y 1M1	1255 Greene Avenue, Suite 300 Westmount, Quebec H3Z 2A4
Director	Jeffrey Schwartz	424 Russell Hill Road Toronto, Ontario M5P 2S3	1365 Midway Blvd., Unit 27, Ste. 100 Mississauga, Ontario L5T 2J5

828563.1

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER

(General Laws, Chapter 156B, Section 79)

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I hereby approve the within Articles of \_\_\_\_\_ Merger and,  
the filing fee in the amount of \$ \_\_\_\_\_, having been paid,  
said articles are deemed to have been filed with me this \_\_\_\_\_  
day of \_\_\_\_\_, 20 01.

Effective date \_\_\_\_\_

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

\_\_\_\_\_  
Stephen J. Hackman, Esq.

\_\_\_\_\_  
Ice Miller, One American Square

\_\_\_\_\_  
Box 82001, Indianapolis, IN 46282

\_\_\_\_\_  
Telephone: (317) 236-2289