

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
J.M. VOIGT, INC.		10/15/2003	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	MINDWARE HOLDINGS, INC.		
Street Address:	2100 WEST COUNTY ROAD C		
City:	ROSEVILLE		
State/Country:	MINNESOTA		
Postal Code:	55113		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2244163		
Registration Number:	2681556	MINDWARE	
Registration Number:	2750723	BRAINY TOYS FOR KIDS OF ALL AGES	
CORRESPONDENCE DATA			
Fax Number:	(612)370-3207		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	612 371 3211		
Email:	tmg@lindquist.com		
Correspondent Name:	LINDQUIST & VENNUM P.L.L.P.		
Address Line 1:	80 South Eighth Street, 4200 IDS Center		
Address Line 2:	Connie Heikkila		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	452460.0010		
NAME OF SUBMITTER:	CONNIE R. HEIKKILA		

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Signature:

/connierheikkila/

Date:

08/01/2007

Total Attachments: 3

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
J.M. VOIGT, INC.**

I, Jeanne M. Voigt, President of J.M. Voigt, Inc., a corporation subject to the provisions of the Minnesota Business Corporation Act, Section 302A of the Minnesota Statutes (the "Corporation"), do hereby certify that:

1. The Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit A were duly adopted by the shareholders and directors of the Corporation pursuant to Sections 302A.135, 302A.239, and 302A.441 of the Minnesota Business Corporation Act, by resolutions dated October 15, 2003.

2. The Amended and Restated Articles of Incorporation of the Corporation adopted by the shareholders and directors, to be effective upon the filing of these Amended and Restated Articles of Incorporation, supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

IN WITNESS WHEREOF, I have hereunto set my hand as of October 15, 2003.

J.M. VOIGT, INC.

By: Jeanne M. Voigt
Its: President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
J.M. VOIGT, INC.

Pursuant to and in accordance with the provisions of Minnesota Statutes, Section 302A, the following Amended and Restated Articles of Incorporation of J.M. Voigt, Inc., a Minnesota corporation, are adopted and shall supercede and take the place of the existing Articles of Incorporation and any amendments thereto, all effective as of October 15, 2003.

ARTICLE I

The name of this corporation shall be MindWare Holdings, Inc.

ARTICLE II

The registered office of this corporation shall be located at c/o CT Corporation System, Inc., 405 Second Avenue South, Minneapolis, Minnesota 55401 and the name of the registered agent of the Corporation at that address is CT Corporation System, Inc. ✓

ARTICLE III

The authorized capital stock of this corporation shall be 100,000 shares of Common Stock, \$0.01 par value per share. All shares are to be held, sold and paid for at such times and in such a manner as the Board of Directors may from time to time determine, in accordance with Minnesota Statutes, Section 302A. ✓

ARTICLE IV

No shareholder of this corporation shall be entitled to any cumulative voting rights.

ARTICLE V

No shareholder of this corporation shall have any preferential, preemptive or other rights to subscribe for, purchase or acquire any shares of the corporation of any class, whether unissued or now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for any such shares.

ARTICLE VI

Any action required or permitted to be taken at a meeting of the Board of Directors of this corporation not needing approval by the shareholders under Minnesota Statutes, Section

302A, may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the Board of Directors at which all directors were present.

ARTICLE VII

Any regular or special meeting of shareholders may be held solely by any combination of means of remote communication and any shareholder not physically present in person or by proxy at a regular or special meeting of shareholders may, by means of remote communication, participate in a meeting of shareholders, each to the extent permitted by the Minnesota Statutes, Section 302A.

ARTICLE VIII

The number of directors of this corporation shall be fixed in the manner provided in the Bylaws.

ARTICLE IX

No director shall be personally liable to the corporation or to its shareholders for monetary damages for any breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the laws of the State of Minnesota as the same may exist or may hereafter be amended. Any repeal or modification of the provisions of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Any person who at any time shall serve or shall have served as a director, officer, or employee of the corporation, or of any other enterprise at the request of the corporation, and the heirs, executors and administrators of such person shall be indemnified by the corporation in accordance with, and to the fullest extent permitted by, the provisions of Minnesota Statutes, Section 302A, as it may be amended from time to time.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 16 2003

Mary Hoffmeyer
Secretary of State