

Return to: Hatch, Little & Bunn
P. O. Box 527
Raleigh, NC 27602
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CERTIFICATE OF ASSUMED NAME

To the Register of Deeds
County of Forsyth

The undersigned corporation, proposing to engage in business in
County, North Carolina under an assumed name other than its corporate name, hereby
certifies that:

- (1) The name under which the business is to be conducted is Kay-Bee Toys
- (2) The name and address of the owner of such business is K & K Kay-Bee, Inc.
One Theall Road, Rye, New York 10580

IN WITNESS WHEREOF, this certificate is signed in the name of the
corporation by its vice president and
Assistant secretary this 15th day of Nov. , 1991

BK1731 P2452

K & K Kay-Bee, Inc.
(Name of Corporation)

By Anthony Palms
(Vice) President

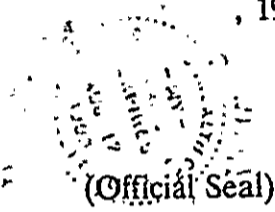
Attest [Signature]
(Assistant) Secretary



State of Massachusetts
County of Berkshire

This is to certify that on the 15th day of November, 1991, before me personally came Anthony Palino with whom I am personally acquainted, who, being duly (name of executing officer) sworn, says that he is the Vice President, and that Paul L. Sinopoli is the Assistant Secretary of the K & K Kay-Bee, Inc., the (name of office) (name of attesting officer) (name of corporation) corporation described in and which executed the foregoing instrument; that he knows the common seal of said corporation; that the seal affixed to the foregoing instrument is the said common seal, and the name of the corporation was subscribed thereto by the Vice President, and that said Vice President and Assistant Secretary (officer executing instrument) (officer) subscribed their names thereto and the common seal was affixed, all by order of the board of directors of said corporation, and that the said instrument is the act and deed of the corporation.

Witness my hand and official seal, this the 15th day of November, 1991.



(Official Seal)

Judy A. Wittus
Notary Public

My commission expires August 17, 1995.

PRESENTED FOR
REGISTRATION
AND RECORDED

DEC 20 2 32 PM '91

REGISTER OF DEEDS
Berkshire County, Mass.
#7000
J.

NC Assumed Fictitious Name Certificate-S/90-2