

05-09-2000



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4-19-00

**To The Commissioner of Patents and Trademarks:**

**Submission Type:** New  
**Conveyance Type:** Merger

**Conveying Party:** Copeland Associates, Inc.  
 Corporation  
 State of Incorporation: Delaware

**Execution Date:** February 25, 2000

**Receiving Party:** Copeland Associates LLC  
 Limited Liability Company  
 State of Incorporation: Delaware

**Address of Receiving Party:** 1209 Orange Street  
 Willmington, DE 19801 U.S.A.

**Domestic Representative Name and Address:** Paul S. Feinberg  
 Senior Vice President  
 2 Tower Center  
 East Brunswick, NY 08816 U.S.A.

**Correspondent Name and Address:** Virginia R. Richard, Esq.  
 Winston & Strawn  
 200 Park Avenue  
 New York, NY 10166 U.S.A.

Repln. Ref: 05/08/2000 JSHABAZZ 0007540600  
 DA#: 232428 Name/Number: 2069003  
 FC: 704 \$150.00 CR

**Total Number of Pages of the Attached  
 Conveyance Document Including Any Attachments:** 6

<b>Trademark Registration Numbers:</b>	2,069,003	2,014,503	2,016,462
	2,016,463	2,071,387	1,924,058
	1,931,445		

**Fee Amount (Enclosed):** \$ 340.00

**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.

Virginia R. Richard  
Name of Person Signing

[Signature]  
Signature

4/17/00  
Date Signed

05/08/2000 JSHABAZZ 00000141 2069003

40.00 DF  
150.00 DF

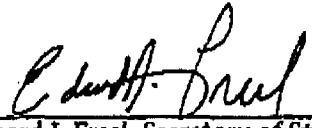
01 FC: 461  
02 FC: 462

State of Delaware  
Office of the Secretary of State

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "COPELAND ASSOCIATES LLC" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2000, AT 11:15 O'CLOCK A.M.



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 0279372

0825370 8100V

732 514 2027 10 9121222944700 P.05/11

APR 03 2000 10:50 FR COPELAND COMPANY

TRADEMARK  
REEL: 002068 FRAME: 0484

CERTIFICATE OF FORMATION  
OF  
COPELAND ASSOCIATES LLC

The name of the limited liability company is Copeland Associates LLC.

The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Copeland Associates LLC on this 25<sup>th</sup> day of February, 2000.

COPELAND ASSOCIATES LLC

By Paul S. Feinberg  
Name: Paul S. Feinberg  
Title: Authorized Person

33931 L01-New York SLA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "COPELAND ASSOCIATES, INC.", CHANGING ITS NAME FROM "COPELAND ASSOCIATES, INC." TO "COPELAND ASSOCIATES LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2000, AT 11:15 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0825370 8100

001144178

AUTHENTICATION: 03-22-00

DATE:

P.07/11

732 514 2027 TO 9121222944700

APR 03 2000 10:50 FR COPELAND COMPANY

**CERTIFICATE OF CONVERSION  
OF  
COPELAND ASSOCIATES, INC.  
INTO  
COPELAND ASSOCIATES LLC**

Pursuant to Section 266 of the General Corporation Law  
of the State of Delaware

**FIRST:** The name of the corporation is Copeland Associates, Inc.  
(the "Corporation") and the jurisdiction of its incorporation is Delaware.

**SECOND:** The date of the Corporation's incorporation is June 8,  
1976.

**THIRD:** The name of the limited liability company into which the  
Corporation shall be converted is Copeland Associates LLC.

**FOURTH:** This conversion has been approved in accordance with the  
provisions of Section 266 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** the Corporation has caused this Certifi-  
cate of Conversion to be executed in its corporate name this 25<sup>th</sup> day of February,  
2000.

**COPELAND ASSOCIATES, INC.**

By: Paul S. Feinberg  
Name: Paul S. Feinberg  
Title: Senior Vice President, General  
Counsel and Secretary

399011.01-New York SLA

APR 03 2000 10:50 FR COPELAND COMPANY 732 514 2027 TO 9121229444700 P.08/11