

08-14-2001



07-31-2001



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Form PTO-1594 (Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/200)

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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):

Miller Freeman, Inc. 7-31-01

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

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

2. Name and address of receiving party(ies)

Name: Miller Freeman LLC

Internal Address:

Street Address: 600 Harrison Street San Francisco

City: State: CA Zip: 94107

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware Limited Liability Company

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Certificate of Conversion

Execution Date: 03/30/01

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

A. Trademark Application No.(s)
76/042,680 76/164,878
76/095,508
76/215,024

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: Alison B. Shames, Esq.
Howard, Rice, Nemerovski, Canady,
Internal Address: Falk & Rabkin

Street Address: 3 Embarcadero Center, 7th Flr

San Francisco
City: State: CA Zip: 94111

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed, but if found insufficient,
- Authorized to be charged to deposit account

8. Deposit account number:

08-2792

(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.

Alison B. Shames

Alison

7/31/01

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 2

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

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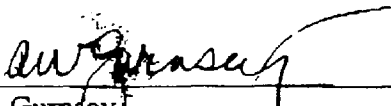
STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF
MILLER FREEMAN, INC.

This Certificate of Conversion of Miller Freeman, Inc. (the "Corporation") is being executed by the undersigned for the purpose of converting a corporation into a limited liability company pursuant to the Delaware General Corporation Law and the Delaware Limited Liability Company Act.

It is hereby certified that:

1. The name of the Corporation is Miller Freeman, Inc.
2. The name under which the Corporation was originally incorporated and its name immediately prior to the effectiveness of this conversion was: Miller Freeman, Inc.
3. The date of filing of the Corporation's original certificate of incorporation with the Secretary of State of the State of Delaware was March 28, 1991.
4. The name of the limited liability company into which the Corporation will be converted is Miller Freeman LLC
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.
6. The conversion shall become effective on March 30, 2001 at 10:00 p.m., Eastern Standard Time.

IN WITNESS WHEREOF, the undersigned, the Senior Vice President and Secretary of the Corporation, has executed this Certificate of Conversion of Miller Freeman, Inc. this 30th day of March, 2001.



 Anne W. Gurnsey
 Senior Vice President and Secretary