

09-05-2001



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

tab settings

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. *82201*

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  
 City: San Francisco 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)  
76/062,191  
76/062,192

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Scott D. Minden, Esq.  
Howard, Rice, Nemerovski,  
 Internal Address: Canady, Falk & Rabkin

Street Address: 3 Embarcadero Center, 7th Flr.  
 City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

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

8. Deposit account number:  
08-2792

(Attach duplicate copy of this page if paying by deposit account)

09/04/2001  
01 FC:481  
02 FC:482

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.*

Scott D. Minden  
 Name of Person Signing

Signature

8/20/01  
 Date

Total number of pages including cover sheet, attachments, and document: 3

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

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION

OF

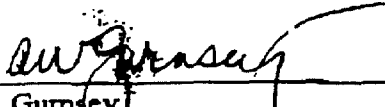
MILLER FREEMAN, INC.

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 30<sup>th</sup> day of March, 2001.

  
 \_\_\_\_\_  
 Anne W. Gumsey  
 Senior Vice President and Secretary

State of Delaware  
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MILLER FREEMAN, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MILLER FREEMAN, INC." TO "MILLER FREEMAN LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 2001, AT 10 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1121709

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DATE: 05-08-01

TRADEMARK

RECORDED: 08/22/2001

REEL: 002361 FRAME: 0811