

State of Delaware
Office of the Secretary of State

PAGE 1

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 "BABYCENTER, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BABYCENTER, INC." TO "BABYCENTER, L.L.C.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0998575

DATE: 03-01-01

2717192 8100V

010103265

TRADEMARK
REEL: 002507 FRAME: 0118

CERTIFICATE OF CONVERSION OF CORPORATION
TO LIMITED LIABILITY COMPANY

(Under Section 266 of the Delaware General Corporation Law and
Section 18-214 of the Delaware Limited Liability Company Act)

The undersigned, an authorized person, in connection with the conversion of BabyCenter, Inc., a Delaware corporation (the "Corporation"), to a Delaware limited liability company under Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act (6 Del. Code, Section 18-101, et seq.), hereby certifies that:

FIRST. The date on which the original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware was February 11, 1997, and the jurisdiction where the Corporation was incorporated was the State of Delaware.

SECOND. The name of the Corporation immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware was BabyCenter, Inc.

THIRD. Effective upon the filing of this Certificate of Conversion, the Corporation is hereby converted to a limited liability company whose name, as set forth in its Certificate of Formation filed concurrently with this Certificate of Conversion in the Office of the Secretary of State of the State of Delaware, is BabyCenter, L.L.C.

FOURTH. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law and Section 18-214(h) of the Delaware Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 1st day of March, 2001.

BabyCenter, Inc.

By: 

Name: Steven J. Schorch

Title: Executive VP & CFO

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/01/2001
010103265 - 2717192

392707.01 01