

06-17-2002



102124131

SHEET
JLY

Docket No.:

WFD-00319/03

Tab settings

To the Honorable Commissioner of Patents and Trademarks

of the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Taubman Company Limited Partnership

6-11-02

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Certificate of Conversion and Formation**

- Merger
- Change of Name

Execution Date: **October 30, 2001**

2. Name and address of receiving party(ies):

Name: **The Taubman Company LLC**

Internal Address:

Street Address: **200 East Long Lake Road, Suite 300**

City: **Bloomfield Hills** State: **MI** ZIP: **48303**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation-State **Delaware**

Other

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,226,851

Additional numbers attached? Yes No

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

Name: **Allen M. Krass, P.O. Reg. 18,277**

Internal Address: **Gifford, Kras, Groh, Sprinkle**

Anderson & Citkowski, P.C.

Street Address: **280 North Old Woodward, Ste. 400**

City: **Birmingham** State: **MI** ZIP: **48009**

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ **540.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

07-1180

DO NOT USE THIS SPACE

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40.00 OP

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.

Allen M. Krass

Name of Person Signing

Signature

5/15/02

Date

Total number of pages including cover sheet, attachments, and documents

TRADEMARK

REEL: 002525 FRAME: 0847

**CERTIFICATE OF CONVERSION
FROM A LIMITED PARTNERSHIP TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214
OF THE DELAWARE LIMITED LIABILITY COMPANY ACT**

1. The jurisdiction where the Limited Partnership was first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.
3. The date the Limited Partnership was first formed was November 16, 1992.
4. The name of the Limited Partnership immediately prior to filing this Certificate of Conversion is The Taubman Company Limited Partnership.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is The Taubman Company LLC.

IN WITNESS WHEREOF, the undersigned has executed, signed and acknowledged this Certificate of Conversion this 30th day of October, 2001.

Taub-Co Management, Inc., a Michigan
corporation, General Partner

By: _____

Its: _____

Dennis J. Hecht

Secretary

{W0102718.DOC}

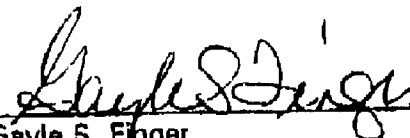
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/30/2001
010550265 - 2316067

**TRADEMARK
REEL: 002525 FRAME: 0848**

**CERTIFICATE OF FORMATION
OF
THE TAUBMAN COMPANY LLC**

- FIRST:** The name of the limited liability company is: The Taubman Company LLC.
- SECOND:** The registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address is Corporation Service Company.
- THIRD:** The Company shall exist from the date upon which the Certificate of Formation is duly filed by the Delaware Secretary of State, and shall continue until **December 31, 2088** (the "Termination Date"), unless dissolved and liquidated before the Termination Date in accordance with the provisions of the Limited Liability Company Operating Agreement of The Taubman Company LLC.

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this 30th day of October, 2001.



Gayle S. Finger
Authorized Person

{W0102719.DOC;}

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/30/2001
010550265 - 2316067

RECORDED: 06/11/2002

TRADEMARK
REEL: 002525 FRAME: 0849