

Tab settings

To the Honorable Commissioner of Patents and Trademarks



102134219

Transmittals or copy thereof.

1. Name of conveying party(ies):

Spencer Gifts, Inc.

06/17/02

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

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

Name: Spencer Gifts LLC

Internal Address: \_\_\_\_\_

Street Address: 6826 Black Horse Pike

City: Egg Harbor Township State: NJ ZIP: 08234

- 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
- Security Agreement
- Other conversion to a Delaware
- Merger
- Change of Name

Limited Liability Company

Execution Date: April 29, 2002

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Attached

Additional numbers attached?  Yes  No

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

Name: Anne B. Nielsen

Internal Address: LRW - 6th Floor

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

6. Total number of applications and registrations involved: \_\_\_\_\_

13

7. Total fee (37 CFR 3.41):..... \$ 340.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-0333

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

06/24/2002 6TOM11

00000263 500333 1388630

DO NOT USE THIS SPACE

40.00 CH  
300.00 CH

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.

Anne B. Nielsen

Name of Person Signing

Signature

June 7, 2002

Date

Total number of pages comprising cover sheet: \_\_\_\_\_

9

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

# TRADEMARK REGISTRATIONS

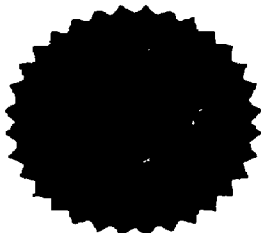
A 2 Z THE BEST OF EVERYTHING	1388630
DAPY	1689438
FORBIDDEN PLEASURES	2081567
FRIGHT STUFF & DESIGN	1518073
FRIGHT STUFF & DESIGN	2123409
GOLD-PLUS	1415365
HOLLYWOOD ILLUSIONS & DESIGN	2000248
INTRIGUE	1663379
RINGS 'N THINGS	917417
SG STYLIZED	1478090
SPENCER GIFTS	857651
SPENCER GIFTS	832689
WILD 'N' CRAZY CARD	2033510

# Delaware

PAGE 1

*The First State*

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 "SPENCER GIFTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SPENCER GIFTS, INC." TO "SPENCER GIFTS LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2002, AT 1 O'CLOCK P.M.



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

0774970 8100V

AUTHENTICATION: 1748172

020271261

DATE: 04-29-02

TRADEMARK  
REEL: 002530 FRAME: 0868

**CERTIFICATE OF CONVERSION  
OF  
SPENCER GIFTS, INC.  
TO  
SPENCER GIFTS LLC**

This Certificate of Conversion to Limited Liability Company, dated as of April 29, 2002, has been duly executed and is being filed by Spencer Gifts, Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to Spencer Gifts LLC (the "Resulting LLC") under the applicable provisions of the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

1. The Converting Corporation was first incorporated on September 9, 1971, by means of the filing of a certificate of incorporation with the Secretary of State of the State of Delaware on such date. The jurisdiction of the Converting Corporation at the time it was first incorporated was the State of Delaware. The jurisdiction of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.

2. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Spencer Gifts, Inc. The name under which the Converting Corporation was originally incorporated was Spencer Gifts Retail Stores, Inc.

3. The name of the limited liability company into which the Converting Corporation shall be converted, as set forth in the limited liability company's certificate of formation, which is being filed concurrently with this Certificate of Conversion, is Spencer Gifts LLC.

4. The conversion of the Converting Corporation to the Resulting LLC has been approved in accordance with the provisions of Sections 228 and 266 of the DGCL.

5. The conversion of the Converting Corporation to the Resulting LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and of a certificate of formation of the Resulting LLC with the Secretary of State of the State of Delaware.

*(Remainder of page intentionally left blank.)*

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 04/29/2002  
020271261 - 0774970

*Signature Page to Certificate of Conversion to Limited Liability Company*

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to Limited Liability Company to be executed on this 29<sup>th</sup> day of April, 2002.

SPENCER GIFTS, INC. (the "Converting Corporation"), a Delaware corporation

By: 

Name: Sharon Garcia

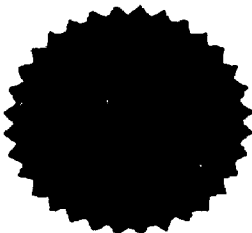
Title: Corporate Secretary

# Delaware

*The First 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 FORMATION OF "SPENCER GIFTS LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTE DAY OF APRIL, A.D. 2002, AT 1 O'CLOCK P.M.



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

0774970 8100V

AUTHENTICATION: 1748172

020271261

DATE: 04-29-02

TRADEMARK  
REEL: 002530 FRAME: 0871

**CERTIFICATE OF FORMATION  
OF  
SPENCER GIFTS LLC**

The undersigned, an authorized person, for the purpose of forming a limited liability company under the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

1. The name of the limited liability company (hereinafter called the "Limited Liability Company") is Spencer Gifts LLC.

2. The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801.

*(Remainder of page intentionally left blank.)*

*Signature Page to Certificate of Formation*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of SPENCER GIFTS LLC, this 29<sup>th</sup> day of April, 2002.

By:   
Name: Sharon Garcia  
Title: Authorized Person