

07-08-2002



102146757

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDED

DEPARTMENT OF COMMERCE 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):

EMHART INC.

6.27.02

- 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: EMHART LLC Internal Address: Drummond Plaza Office Park

Street Address: 1423 Kirkwood Highway

City: Newark State: DE Zip: 19711

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other 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 Conversion to LLC

Execution Date: Oct. 29, 2001 and Jan. 25, 2002

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

A. Trademark Application No.(s) 78/033182

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: Richard J. Veltman, Esquire

Internal Address: TW-199

Street Address: 701 E. Joppa Road

City: Towson State: MD Zip: 21286

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40

- Enclosed Authorized to be charged to deposit account

8. Deposit account number: 02-2550

DO NOT USE THIS SPACE

9. Signature.

Richard J. Veltman Name of Person Signing

Signature

6/27/2002 Date

6

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

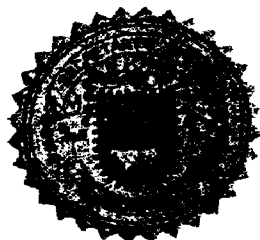
Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "EMHART INC." TO A DELAWARE LIMITED LIABILITY COMPANY OF "EMHART LLC", WAS FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2001, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1578534

2206688 8317

020051254

DATE: TRADEMARK
REEL: 002538 FRAME: 0704

EMHART INC.

CERTIFICATE OF CONVERSION
FROM A
CORPORATION TO A LIMITED LIABILITY COMPANY

Emhart Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies:

FIRST, the name of the Corporation immediately prior to the filing of this Certificate is Emhart Inc.

SECOND, the date the Certificate of Incorporation of the Corporation was filed on is September 1, 1989.

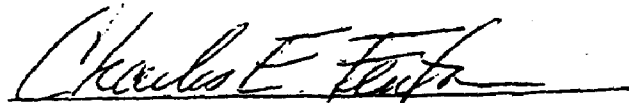
THIRD, the original name of the Corporation as set forth in the Certificate of Incorporation is Emhart Holdings Inc.

FOURTH, the name of the limited liability company into which the Corporation shall be converted is Emhart LLC.

FIFTH, the conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

SIXTH, the conversion shall be effective on October 29, 2001.

WITNESS the signature of the undersigned as of the 29th day of October 2001.



Charles E. Fenton
Vice President and Secretary