

08-16-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 651-0027 (exp. 5/31/2002)

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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): 8.18.02
Welcome Home, Inc.

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

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

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

Internal Address: _____
Street Address: 309D Raleigh Street
City: Wilmington State: NC Zip: 28412

Individual(s) citizenship: _____
 Association _____
 General Partnership _____
 Limited Partnership: _____
 Corporation - State _____
 Other a Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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: May 22, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 1,998,885

Additional number(s) attached Yes No

AUG 12 2002

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brian R. McGinley, Esq.
Internal Address: SONNENSCHN NATH & ROSENTHAL
Street Address: P.O. BOX 061080, WACKER DRIVE
STATION, SEARS TOWER
City CHICAGO State IL Zip 60606-1080

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-1126
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.
Brian R. McGinley, Reg. No. 47,782
Name of Person Signing [Signature] 8/7/2002 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 Patents & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 2563 FRAME: 0942

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 "WELCOME HOME, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WELCOME HOME, INC." TO "WELCOME HOME LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 2002, AT 12:05 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2013578 8100V

AUTHENTICATION: 1790967

020326721

DATE: 05-22-02
TRADEMARK

REEL: 2563 FRAME: 0943

~~STORSONNEN~~ ~~BRUNENBACH~~ COMPANY: CT Corporation

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:05 PM 05/22/2002
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CERTIFICATE OF CONVERSION

OF

**WELCOME HOME, INC.
(a Delaware corporation)**

FROM A CORPORATION

TO A LIMITED LIABILITY COMPANY

**(Pursuant to Section 266 of
the Delaware General Corporation Law)**

This Certificate of Conversion of Welcome Home, Inc., a Delaware corporation (the "Corporation"), dated as of May 22, 2002, is being duly executed and filed by Gordon L. Nelson, Jr., as an authorized officer of the Corporation, to convert the Corporation to a Delaware limited liability company pursuant to Section 266 of the Delaware General Corporation Law (the "DGCL").

FIRST: The name of the Corporation is "Welcome Home, Inc." The name under which the Corporation was originally incorporated was "Cape Craftsmen Holdings, Inc."


SECOND: The date on which the original certificate of incorporation of the Corporation was filed with the Delaware Secretary of State was July 22, 1983.

THIRD: The name of the limited liability company into which the Corporation shall be converted shall be "Welcome Home LLC."

FOURTH: The conversion has been approved in accordance with the provisions of Section 266 of the DGCL and by the written consent of the sole stockholder of the Corporation in accordance with the provisions of Section 228 of the DGCL.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first above written.

WELCOME HOME, INC.

By: 
Gordon L. Nelson, Jr.,
Vice President

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CT CORP

MAY-22-2002 18:55