

10/28/02

TR



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To the Honorable Commissioner of Patents and

102263055

and original documents or copy thereof.

1. Name of conveying party(ies):

The Gary's Group, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Certificate of Conversion
- Merger
- Change of Name

Execution Date: June 30, 2000

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

Name: Gary's Group Delaware LLC

Internal Address:

Street Address: 6711 Odessa Avenue

City: Van Nuys State: CA ZIP: 91406

- 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 designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1738832
1297975
1269494

Additional numbers

Yes No

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

Name: Mark I. Feldman

Internal Address: Piper Rudnick

Street Address: 203 N. LaSalle St., Ste. 1800

City: Chicago State: IL ZIP: 60601-1293

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

3

7. Total fee (37 CFR 3.41):.....\$ 90.00

- Enclosed
- Any deficiency Authorized to be charged to deposit account

8. Deposit account number:

18-2284

10/29/2002 TDI AZ1 00000016 1738832

DO NOT USE THIS SPACE

01 FC:8521 40.00 OP
02 FC:8522 50.00 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.

Mark I. Feldman

Name of Person Signing

Mark I. Feldman

Mark I. Feldman

Signature

10-22-02

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK



State of California
Bill Jones
Secretary of State

CERTIFICATE OF CONVERSION
FOR ALL ENTITY TYPES

IMPORTANT - Read all instructions before completing this form.

File# 199723710003

FILED
 in the office of the Secretary of State
 of the State of California

JUN 30 2000

Bill Jones
BILL JONES, Secretary of State

This Space For Filing Use Only

1. Name of the converting entity/partnership: The Gary's Group, LLC

2. Structure of the converting entity/partnership: Limited Liability Company

3. California Secretary of State file number of the converting entity/partnership, if any: 199723710003

4. Jurisdiction of formation of the converting entity/partnership: California

5. Name of converted entity/partnership: Gary's Group Delaware LLC

6. Structure of converted entity/partnership: Limited Liability Company

7. Jurisdiction of formation of the converted entity/partnership: Delaware

8. Mailing address of chief executive office of converted entity/partnership:
6711 Odessa Avenue City Van Nuys State CA Zip 91406

9. Street address of chief executive office of converted entity/partnership:
6711 Odessa Avenue City Van Nuys State CA Zip 91406

10. Street address of the California office of converted entity/partnership, if any:
6711 Odessa Avenue City Van Nuys State CA Zip 91406

11. Mailing address of the agent for service of process:
6711 Odessa Avenue City Van Nuys State CA Zip 91406

12. The principal terms of the plan of conversion were approved by a vote of the partners/members, which equaled or exceeded the vote required.

13. If a vote was required pursuant to section 15677.3 or 17540.3, enter the outstanding interest of each class entitled to vote on the conversion and the percentage of vote required:

<u>Name of entity/partnership</u>	<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>
<u>The Gary's Group, LLC</u>	<u>Membership Units</u>	<u>50%</u>

14. I certify that the statements contained in this document are true and correct to my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

R. David Andrews
 Signature of Authorized Person of Converting Entity

R. David Andrews, Manager
 Type or Print Name and Title of Authorized Person

P. Haiz
 Signature of Authorized Person of Converting Entity

Patrick Haiz, Manager
 Type or Print Name and Title of Authorized Person

June 27, 2000
 Date Executed

San Francisco, CA
 County and State Executed

June 27, 2000
 Date Executed

San Francisco, CA
 County and State Executed





SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 06 2000

Bill Jones

Secretary of State



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:05 AM 06/30/2000
001336953 - 3254191


**CERTIFICATE OF CONVERSION TO
DELAWARE LIMITED LIABILITY COMPANY
OF
THE GARY'S GROUP, LLC
TO
GARY'S GROUP DELAWARE LLC**

This Certificate of Conversion to Delaware Limited Liability Company, dated as of June 30, 2000, has been duly executed and is being filed by The Gary's Group, LLC, a California limited liability company (the "Other Entity"), to convert the Other Entity to Gary's Group Delaware LLC, a Delaware limited liability company (the "LLC"), under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

1. The Other Entity was first formed on August 25, 1997.
2. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Delaware Limited Liability Company was The Gary's Group, LLC.
3. The name of the LLC as set forth in its certificate of formation is Gary's Group Delaware LLC.
4. The Other Entity is a limited liability company formed under the laws of the State of California.
5. The conversion of the Other Entity to the LLC shall be effective upon the filing of this Certificate of Conversion to Delaware Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Delaware Limited Liability Company as of the date first-above written.

THE GARY'S GROUP, LLC

By:  _____

Name: Patrick Haiz

Title: Manager

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "THE GARY'S GROUP, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE GARY'S GROUP, LLC" TO "GARY'S GROUP DELAWARE LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 9:05 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3254286 8100V

001336953

AUTHENTICATION: 0537200

DATE: 07-03-00