

10/28/02 REC TF

10-28-2002

Docket No.:



Tab settings

To the Honorable Commissioner of Patents a

102263052

ed original documents or copy thereof.

1. Name of conveying party(ies):

Gary's Group Delaware LLC

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

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

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

Name: Gary's Group Delaware, Inc.

Internal Address:

Street Address: 6711 Odessa Avenue

City: Van Nuys State: CA ZIP: 91406

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

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

3. Nature of conveyance:

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

Execution Date: June 30, 2000

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

DO NOT USE THIS SPACE

10/29/2002 TDIAZI 00000020 1738832

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 Feldman

Signature

10-22-02

Date

Total number of pages including cover sheet, attachments, and

2

TRADEMARK

REEL: 002604 FRAME: 0920

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:10 AM 06/30/2000
001336954 - 3254286

CERTIFICATE OF INCORPORATION

OF

GARY'S GROUP DELAWARE, INC.

1. The name of the Corporation is:

GARY'S GROUP DELAWARE, INC.

2. The address of its registered office in the State of Delaware is 1209

Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The purpose of the Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of the State of Delaware.

4. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000,000 shares of its capital stock, which shall be divided into two classes known as Series A Common Stock and Series B Common Stock. The total number of shares of Series A Common Stock which the Corporation is authorized to issue is 900,000, \$.001 par value per share. The total number of shares of Series B Common Stock which the Corporation is authorized to issue is 100,000, \$.001 par value per share.

5. The rights, preferences, privileges and restrictions granted to or imposed upon the respective classes of shares of the holders thereof are as follows:

(a) Voting Rights. Each holder of shares of Series A Common Stock shall be entitled to one vote for each share thereof held. Shares of Series B Common Stock shall not be entitled to voting rights.

(b) Conversion of Series B Common Stock to Series A Common Stock. Each share of Series B Common Stock shall be convertible, at the option of the holder thereof, at any

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time after the date of issuance of such share of Series B Common Stock, at the offices of the Corporation or any transfer agent for such shares, into a similar number of fully paid and nonassessable shares of Series A Common Stock. Before any holder of shares of Series B Common Stock shall be entitled to convert the same into shares of Series A Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the offices of the Corporation or of any transfer agent for such shares, and shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state the name or names in which such holder wishes the certificate or certificates for the shares of Series A Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of shares of Series B Common Stock, a certificate or certificates for the number of shares of Series A Common Stock to which such holder shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series B Common Stock to be converted, and the person or persons entitled to receive the shares of Series A Common Stock issuable upon such conversion shall be for all purposes the record holders of such shares of Series A Common Stock on such date.

(c) Other Rights. Except as expressly provided herein, the Series A Common Stock and Series B Common Stock shall be identical in rights, preferences, privileges and restrictions.

6. The name and mailing address of the incorporator is

Tad J. Foose
Latham & Watkins
505 Montgomery Street, Suite 1900
San Francisco, California 94111

FROM LATHAM & WATKINS-SF

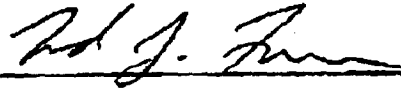
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7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

8. Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

9. No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30th day of June, 2000.



Tad J. Freese
Incorporator

State of Delaware
Office of the Secretary of State

PAGE 2

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 INCORPORATION OF "GARY'S GROUP DELAWARE, INC." FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 9:10 O'CLOCK A.M.



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 0537210

07-03-00

3254286 8100V

001336954

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:10 AM 06/30/2000
001336954 - 3254286

**CERTIFICATE OF CONVERSION TO CORPORATION
OF
GARY'S GROUP DELAWARE LLC
TO
GARY'S GROUP DELAWARE, INC.**

This Certificate of Conversion to Corporation, dated as of June 30, 2000, has been duly executed and is being filed by Gary's Group Delaware LLC, a Delaware limited liability company (the "Other Entity"), to convert the Other Entity to Gary's Group Delaware, Inc., a Delaware corporation (the "Corporation"), under 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.).

1. The Other Entity was first formed on June 30, 2000.
2. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Corporation was Gary's Group Delaware LLC.
3. The name of the Corporation as set forth in its certificate of incorporation is Gary's Group Delaware, Inc.
4. The Other Entity is a limited liability company formed under the laws of the State of Delaware.
5. The conversion of the Other Entity to the Corporation shall be effective upon the filing of this Certificate of Conversion to Corporation.

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

GARY'S GROUP DELAWARE LLC

By: _____

Name: Patrick Haiz
Title: Manager

SF_DOC#241612.1 (W97)

TRADEMARK
REEL: 002604 FRAME: 0925

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 DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "GARY'S GROUP DELAWARE LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "GARY'S GROUP DELAWARE LLC" TO "GARY'S GROUP DELAWARE, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 9:10 O'CLOCK A.M.





Edward J. Freel, Secretary of State

3254286 8100V

001336954

AUTHENTICATION: 0537209

DATE: 07-03-00