

Form PTO-1594 (Rev. 03/01) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
 OMB No. 0651-0027 (exp. 5/31/2002)
 Tab settings $\Rightarrow \Rightarrow \Rightarrow$

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.
 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 assignor 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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 78/032967
NEWPORT
 Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

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
4/5/03
 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 Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

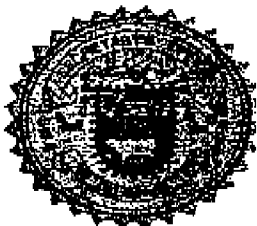
Delaware

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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

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AUTHENTICATION: 1572534 TRADEMARK

REEL: 002605 FRAME: 0773

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