Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings $\Rightarrow \Rightarrow \Rightarrow \forall$ RECORDATION FORM COVER SHEET TRADEMARKS ONLY U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
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 3. Nature of conveyance: Assignment Merger Security Agreement Other Conversion to LLC	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
Execution Date: Oct. 29, 2001	representative designation is attached: Yos No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yos No
4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/261813 (GEORGETOWN) Additional number(s) att.	B. Trademark Registration No.(s)ached Yes V No
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: Richard J. Veltman, Esquire Internal Address: TW-199	7. Total fee (37 CFR 3.41)\$ Enclosed Authorized to be charged to deposit account
Street Address: 701 E. Joppa Road	8. Deposit account number: 02-2550
City: Towson State: MD Zip:21286	
DO NOT USE THIS SPACE	
9. Signature. Richard J. Veltman Name of Person Signing Total number of pages including erver sheet, attachments, and document: Total number of pages including erver sheet, attachments, and document:	

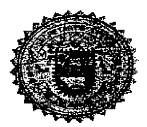
Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, O.C. 20231



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.



Tarriet Smith Hindson, Secretary of State

AUTHENTICATION TRADEMARK REEL: 002605 FRAME: 0779 1:26am

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:

<u>FIRST</u>, 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.

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

<u>FIFTH</u>, 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.

RECORDED: 02/05/2003

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

Charles E. Fenton

Vice President and Secretary

TRADEMARK REEL: 002605 FRAME: 0780