

Form PTO-1594 (Rev. 03/01) QMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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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 [x] Corporation-State [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] 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 [x] Other Limited Liability Company If assignee 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 [x] Change of Name [x] Other Conversion to LLC Execution Date: Oct. 29, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2226622 (PFOREVER WARRANTY) Additional number(s) attached [ ] Yes [x] No

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 [x] 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] Signature [1/5/03] Date Total number of pages including cover sheet, attachments, and document: 3

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

# Delaware

PAGE 1

## *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 TRADEMARK

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**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