Total number of pages including cover shoot, attachmonis, and document: Mall documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Name of Person Signing

Richard J. Veltman

## 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.



Warriet Smith Windson Harriet Smith Windsor, Secretary of State

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:

<u>FIRST</u>, the name of the Corporation immediately prior to the filing of this Certificate is Emhart Inc.

<u>SECOND</u>, 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: 2605 FRAME: 0830