



102274533

To the Honorable Commissioner of

original documents or copy thereof.

1. Name of conveying party(ies):  
Spencer Gifts, Inc.  
 Individual(s)  Association  
 General partnership  Limited Partnership  
 Corporate - State Delaware  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Spencer Gifts LLC  
Internal  
Address: \_\_\_\_\_  
Street  
Address: 6826 Black Horse Pike  
City: Egg Harbor Township State: New Jersey ZIP: 08234  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporate-State \_\_\_\_\_  
 Other Limited Liability Company - Delaware  
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  Change of Name  
 Other Certificate of Conversion  
Execution Date: April 29, 2002

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
75/853,099; 76/130,831; 76/398,176  
B. Trademark Registration No.(s)  
0,770,530; 1,210,115; 2,100,325; 2,174,766;  
2,178,191; 2,204,299; 2,227,195; 2,281,285;  
2,288,829; 2,341,574; 2,341,576; 2,353,856;  
2,441,512; 2,547,947; 2,572,359; 2,582,885;  
2,583,531; 2,585,092; 2,600,486  
Additional number(s) attached  Yes  No

6. Total number of applications and registrations involved: 22

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Jay K. Meadway, Esquire  
Internal Address: Ballard Spahr Andrews & Ingersoll, LLP  
Street Address: 1735 Market Street, 51<sup>st</sup> Floor  
City: Philadelphia State: PA Zip: 19103-7599

7. Total Fee (37 CFR 3.41) \$ 565.00  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number:  
02-0755  
(Attach duplicate copy of this page if paying by deposit account)

11/06/2002 BYRNE 00000080 020755 75853099  
01 FC:8521  
02 FC:8522

DO NOT USE THIS SPACE

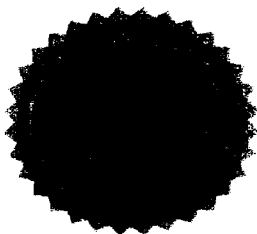
9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*  
Jay K. Meadway October 10, 2002  
Name of Person Signing Signature Date  
Total number of pages including cover sheet, attachments, and document: 10

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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 CORPORATION UNDER THE NAME OF "SPENCER GIFTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SPENCER GIFTS, INC." TO "SPENCER GIFTS LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2002, AT 1 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0774970 8100V

AUTHENTICATION: 1748172

020271261

DATE: 04-29-02

TRADEMARK

REEL: 002612 FRAME: 0507

**CERTIFICATE OF CONVERSION  
OF  
SPENCER GIFTS, INC.  
TO  
SPENCER GIFTS LLC**

This Certificate of Conversion to Limited Liability Company, dated as of April 29, 2002, has been duly executed and is being filed by Spencer Gifts, Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to Spencer Gifts LLC (the "Resulting LLC") under the applicable provisions of 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.) (the "DGCL").

1. The Converting Corporation was first incorporated on September 9, 1971, by means of the filing of a certificate of incorporation with the Secretary of State of the State of Delaware on such date. The jurisdiction of the Converting Corporation at the time it was first incorporated was the State of Delaware. The jurisdiction of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.

2. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Spencer Gifts, Inc. The name under which the Converting Corporation was originally incorporated was Spencer Gifts Retail Stores, Inc.

3. The name of the limited liability company into which the Converting Corporation shall be converted, as set forth in the limited liability company's certificate of formation, which is being filed concurrently with this Certificate of Conversion, is Spencer Gifts LLC.

4. The conversion of the Converting Corporation to the Resulting LLC has been approved in accordance with the provisions of Sections 228 and 266 of the DGCL.

5. The conversion of the Converting Corporation to the Resulting LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and of a certificate of formation of the Resulting LLC with the Secretary of State of the State of Delaware.

*[Remainder of page intentionally left blank]*

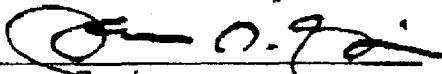
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 04/29/2002  
020271261 - 0774970

**TRADEMARK  
REEL: 002612 FRAME: 0508**

*Signature Page to Certificate of Conversion to Limited Liability Company*

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to Limited Liability Company to be executed on this 29<sup>th</sup> day of April, 2002.

SPENCER GIFTS, INC. (the "Converting Corporation"), a Delaware corporation

By: 

Name: Sharon Garcia

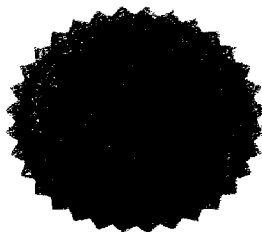
Title: Corporate Secretary

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SPENCER GIFTS LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2002, AT 1 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0774970 8100V

020271261

AUTHENTICATION: 1748172

DATE: 04-29-02  
REEL: 002612 FRAME: 0510

TRADEMARK

**CERTIFICATE OF FORMATION  
OF  
SPENCER GIFTS LLC**

The undersigned, an authorized person, for the purpose of forming a limited liability company under the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:


1. The name of the limited liability company (hereinafter called the "Limited Liability Company") is Spencer Gifts LLC.

2. The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801.

*[Remainder of page intentionally left blank.]*

*Signature Page to Certificate of Formation*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of SPENCER GIFTS LLC, this 29~~th~~ day of April, 2002.

By:   
Name: Sharon Garcia  
Title: Authorized Person

## REGISTRATIONS

770,530	SUNSET HOUSE and Design
1,210,115	BEAUTIFUL BEGINNINGS (Stylized)
2,100,325	GLOW and Design
2,174,766	THIS AIN'T NO LIBRARY CARD
2,178,191	THE SPENCERSONS
2,204,299	Miscellaneous Design
2,227,195	LUMASERIES
2,281,285	STARDUST
2,288,829	AURORA
2,341,574	SPIRIT
2,341,576	SPIRIT and Design
2,353,856	SPIRIT HALLOWEEN SUPERSTORES
2,441,512	SPARKLES
2,547,947	HALLOWEEN HEADQUARTERS
2,572,359	DAISY
2,582,885	SPIRIT PARTY AND COSTUME
2,583,531	DAPY and Design
2,585,092	CINEMA SCREAMS
2,600,486	BODY RAGE



**APPLICATIONS**

75/853,099 HIDDEN ASSETS

76/130,831 BODY RAGE

76/398,176 WILD N' CRAZY