

11-26-2002

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

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)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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 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
- Security Agreement
- Other Conversion to LLC
- Merger
- Change of Name

Execution Date: Oct. 29, 2001 and Jan. 25, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 78/054664

B. Trademark Registration No.(s)

Additional number(s) attached Yes 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: Black & Decker Corporation

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

8/9/2002
Date

Total number of pages including cover sheet, attachments, and document: 4

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

08/21/2002 GTM:11 00000103 022550 78054664

01 FC:481

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TRADEMARK
REEL: 002623 FRAME: 0232

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.

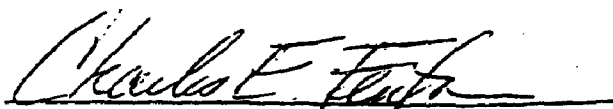
THIRD, the original name of the Corporation as set forth in the Certificate of Incorporation is Emhart Holdings Inc.

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

Delaware

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: 1578534

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RECORDED: 08/16/2002

DATE TRADEMARK

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