

02-21-2003



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

HEET LY

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

RE

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.

10/21/02

- 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 Change of Name Other Conversion to LLC

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

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

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

A. Trademark Application No.(s) SEE ATTACHED LIST

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:

15

7. Total fee (37 CFR 3.41): \$ 390.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

02-2550

OFFICE OF PUBLIC RECORDS 2002 OCT 21 PM 2:44 FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

Richard J. Veltman Name of Person Signing

Signature

10/11/2002 Date

Total number of pages including cover sheet, attachments, and document: 5

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

10/22/2002 TDIAZI 00000132 022550 78106919

01 FC:8521 40.00 CH 02 FC:8522 300.00 CH

TRADEMARK REEL: 002675 FRAME: 0371

**EMHART INC.
Change of Name to
EMHART LLC**

TRADEMARK	SERIAL NO.	INTN'L CLASS
CIRCA	78/106,919	6
EXCEEDS MAXIMUM SECURITY	78/064,913	6
GIBSON	78/106,920	6
HANCOCK	78/106,915	6
LIFETIME WARRANTY*LIFETIME FINISH* . . .	78/064,916	6
LIFETIME WARRANTY*LIFETIME MECHANICAL	78/064,917	6
LIMITED LIFETIME WARRANTY	78/064,914	6
AMHERST	78/096,204	11
BACH	78/105,201	11, 21
SOLO MINUET	78/109,689	11, 21
ALLEMANDE	78/109,679	21
ARIETTA	78/109,680	21
FRENTE	78/109,682	21
GRAZIA	78/109,684	21
MORCEAU	78/109,688	21

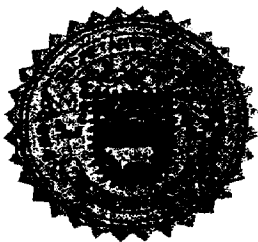
Delaware

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: 1578534

020051254

DATE: 01-25-02
TRADEMARK

REEL: 002675 FRAME: 0373

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.

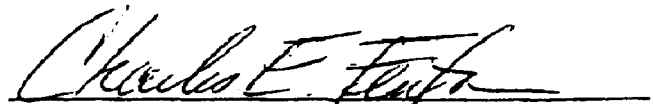
THIRD, the original name of the Corporation as set forth in the Certificate of Incorporation is Emhart Holdings Inc.

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