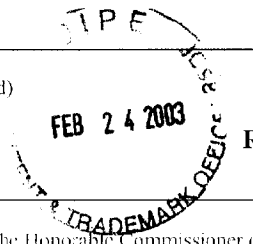


03-03-2003



102379184

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Publishers Clearing House

2.2403

2. Name and address of receiving party(ies):

Publishers Clearing House LLC
82 Channel Drive
Port Washington, New York 11050

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: Conversion from general partnership to limited liability company

Execution Date: October 21, 2002

Effective Date: October 21, 2002

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State:
 Other: New York Limited Liability Company

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,719,009

5. Name and address of party to whom correspondence document should be mailed:

Joseph E. Washington, Esq.
Attn: TMSU
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Telephone: 202-739-5965
Facsimile: 202-739-3001
E-Mail: jwashington@morganlewis.com

6. Total number of applications and registrations involved:

7. Total fee (37 C.F.R. § 3.41) \$ 40

Check enclosed.
 Authorized to charge to deposit account.

8. Deposit account number:

13-4520

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.

Joseph E. Washington
Name of Person Signing

Signature

February 24, 2003
Date

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

0651-0011 (exp. 4/94)

02/26/2003 6TOM11 00000087 134520 1719009
01 FC:8521 40.00 CH

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

DECEMBER 23, 2002



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

S-200 (Rev. 03/02)

100102000882

**CERTIFICATE OF CONVERSION
OF
PUBLISHERS CLEARING HOUSE
TO
PUBLISHERS CLEARING HOUSE LLC**

Under Section 1006 of the Limited Liability Company Law
of the State of New York

The undersigned does hereby certify as follows:

FIRST: Publishers Clearing House, a New York limited partnership, was, in accordance with the provisions of the Limited Liability Company Law of the State of New York, duly converted from a limited partnership (the "Limited Partnership") to a limited liability company (the "Limited Liability Company").

SECOND: The Name of the Limited Partnership was:

PUBLISHERS CLEARING HOUSE

THIRD: The Name of the Limited Liability Company is:

PUBLISHERS CLEARING HOUSE LLC

FOURTH: The Certificate of Adoption by the Limited Partnership of the Revised Limited Partnership Law was filed in the New York State Department of State on June 26, 1992.

FIFTH: The office of the Limited Liability Company is to be located in the County of Nassau.

SIXTH: The Secretary of State is designated as the agent of the Limited Liability Company upon whom process against the Limited Liability Company may be served, and the address to which the Secretary of State shall mail a copy of any process against the

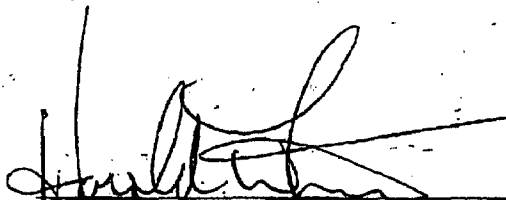
Limited Liability Company served upon him is:

Stephen P. Farrell, Esq.
Morgan, Lewis & Bockius LLP
101 Park Avenue, New York, NY 10178.

SEVENTH: The registered agent of the Limited Liability Company upon whom process against the Limited Liability Company may be served is:

Stephen P. Farrell, Esq.
Morgan, Lewis & Bockius LLP
101 Park Avenue, New York, NY 10178.

IN WITNESS THEREOF, the undersigned has executed this Certificate of Conversion and does hereby affirm that the statements made herein are true under the penalties of perjury, as of the 21st day of October, 2002.



Harold W. Low, Authorized Person

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U.N.I - 37

CERTIFICATE OF CONVERSION
OF
PUBLISHERS CLEARING HOUSE
TO
PUBLISHERS CLEARING HOUSE LLC

2021022000882

Under Section 1006 of the Limited Liability Company Law

FILED

OCT 22 PM 10:23

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED BY:
MORGAN, LEWIS & BOCKIUS LLP
101 PARK AVENUE
NEW YORK, NY 10178

OCT 22 2002

FILED
BY: M.

DRAWDOWN

OCT 22 2 04 PM '02

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