

06-09-2003

Form PTO-1594
1-31-92

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RECORDED
TR.



102467687

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
TSI Holdings (IP), Inc.

Individuals Association
 General Partnership Limited Partnership

Corporation - Delaware
 Other

Additional name(s) of conveying party(ies) attached? Yes No

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

Name: TSI Holdings (IP), LLC

Internal Address: 888 Seventh Avenue

Street Address:

City: New York State: New York Zip Code: 10106

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation Delaware _____
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: December 23, 2002

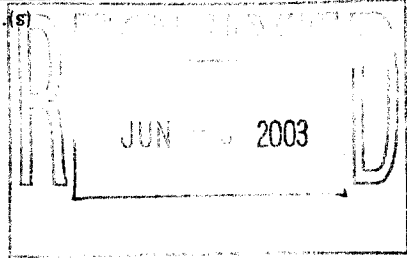
4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/790841 75/781010
75/781013 75/781007
75/790840

Additional numbers attached? Yes No

Trademark Registration No.(s)



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

Name: Helen Bruno, Senior Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

06/06/2003 DBYRME 00000102 75790841

01 FE:8521 40.00 OP
02 FE:8522 100.00 OP

DO NOT USE THIS SPACE

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.

Helen Bruno
Name of Person Signing

June 3, 2003
Date

Total number of pages comprising cover sheet: 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

FROM CORPORATION TRUST WILM. TEAM #2
12-23-02 11:34AM From-BECKER GYNN DELAWE LLP

(MON) 12. 23. 02 23:03/ST. 22:54/NO. 4863796209 P 2
2128883381 T-304 P.03/03 F-626

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
TSI HOLDINGS (IP), INC.**

Under Section 18-214 of the Del. Limited Liability Company Act

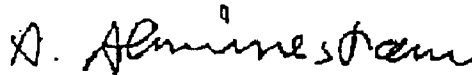
This Certificate of Conversion to Limited Liability Company of TSI Holdings (IP), Inc., dated as of December 23, 2002, is being duly executed and filed by Alexander A. Alimanestianu, as secretary, to convert the corporation to a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

FIRST. The converting corporation was incorporated in Delaware on April 4, 1994.

SECOND. The name of the converting corporation immediately prior to the filing of this certificate was TSI HOLDINGS (IP), INC.

THIRD. The name of the limited liability company, as set forth in its Certificate of Formation, is TSI HOLDINGS (IP), LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first above written.



Name: Alexander A. Alimanestianu
Title: Secretary

56321 v2

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 12/23/2002
020795532 - 2391722

FROM CORPORATION TRUST WILM. TEAM #2 (MON) 12/23/02 23:03/ST. 22:54/NO. 4863796209 P 3
F-304 P.02/03 F-625

**CERTIFICATE OF FORMATION
OF
TSI HOLDINGS (IP), LLC**

Under Section 18-201 of the Del. Limited Liability Company Act

This Certificate of Formation of TSI Holdings (IP), LLC, dated as of December 23, 2002, is being duly executed and filed by Alexander A. Alimanestianu, as secretary, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is TSI HOLDINGS (IP), LLC.

SECOND. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

A. Alimanestianu
Name: Alexander A. Alimanestianu
Title: Secretary/Authorized Person

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 12/23/2002
020795532 - 2391722

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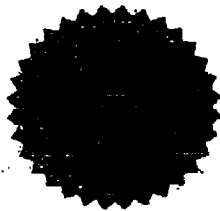
DEC 23 2002 10:14

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 "TSI HOLDINGS (IP), LLC" FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 12 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2391722 8100V

AUTHENTICATION: 2251212

039085690

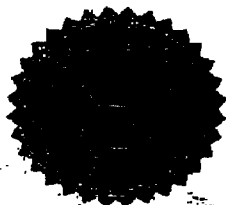
DATE: 02-10-03

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 "TSI HOLDINGS (IP), INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TSI HOLDINGS (IP), INC." TO "TSI HOLDINGS (IP), LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 12 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2391722 8100V

AUTHENTICATION: 2251212

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DATE: 02-10-03