

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. 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):
RHC Licensing Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other:

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

2. Name and address of receiving party(ies):
Name: RHC Licensing, LLC

Internal Address: Suite 400
Street Address: 2711 Centerville Road

City: Wilmington
State: Delaware Zip: 19808

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: _____
 Other: Delaware 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 Merger
 Security Agreement Change of Name
 Other: Certificate of Conversion

Execution Date: November 20, 2003

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s):

Additional numbers attached? Yes No

B. Trademark Registration No.(s):

0520239 0867019
0524384 1112549

Additional numbers attached? Yes No

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

Name: Erin A. Dugan
Ropes & Gray LLP

Internal Address: Atty. Dkt.: FPIB-124-003
Street Address: One International Place

City: Boston State: MA Zip: 02110

6. Total Number of applications and registrations involved: 4

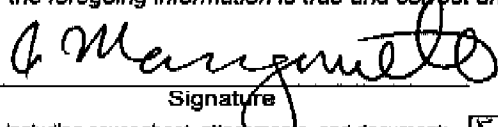
7. Total fee (37 CFR 3.41) \$ 115.00

Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card
(Form 2038 enclosed)

8. Deposit account number: 18-1945
(Attach duplicate copy of this page if paying by deposit account)

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.

Alexander Manganiello  12-19-03
Name of Person Signing Signature Date

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

CH \$115.00 18-1945 0520239

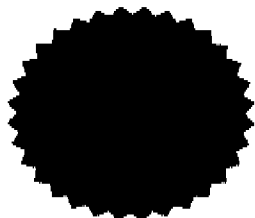
Delaware

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 "RHC LICENSING CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "RHC LICENSING CORPORATION" TO "RHC LICENSING, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2003, AT 11:21 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2281539 8100V

030746868

AUTHENTICATION: 2762400

DATE: 11-20-03

TRADEMARK

REEL: 002769 FRAME: 0047

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:04 PM 11/20/2003
FILED 11:21 AM 11/20/2003
SRV 030746868 - 2281539 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION
266 OF THE DELAWARE GENERAL
CORPORATION LAW.**

1.) The name of the corporation immediately prior to filing this Certificate is
RHC Licensing Corporation

2.) The date the Certificate of Incorporation was filed on is
December 11, 1991

3.) The original name of the corporation as set forth in the Certificate of
Incorporation is RHC Licensing Corporation

4.) The name of the limited liability company as set forth in the formation is
RHC Licensing, LLC

5.) The conversion has been approved in accordance with the provisions of
Section 266.

By: 
Authorized Officer

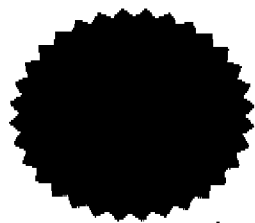
Name: Aron Schwartz
Print or Type Signature

Delaware

The First State

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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 "RHC LICENSING, LLC" FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2003, AT 11:21 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2281539 8100V

030746868

AUTHENTICATION: 2762400

DATE: 11-20-03 TRADEMARK

REEL: 002769 FRAME: 0049

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:04 PM 11/20/2003
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CERTIFICATE OF FORMATION**OF****RHC LICENSING, LLC**


This Certificate of RHC Licensing, LLC (the "LCC"), dated as of November 20, 2003, is being duly executed and filed by Aron Schwartz, as an authorized person, 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 RHC Licensing, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

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


Name: Aron Schwartz
Authorized Person