

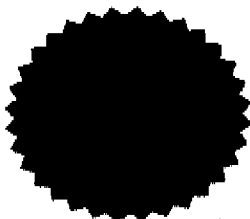
Delaware

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 "EQUILINK LICENSING CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "EQUILINK LICENSING CORPORATION" TO "EQUILINK LICENSING, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2003, AT 11:20 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2281538 8100V

AUTHENTICATION: 2762454

030746858

DATE: 11-20-03

TRADEMARK
REEL: 002769 FRAME: 0052

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:04 PM 11/20/2003
FILED 11:20 AM 11/20/2003
SRV 030746858 - 2281538 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
Equilink 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 Equilink Licensing Corporation

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

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

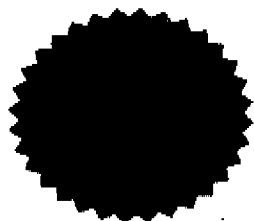
By: 
Authorized Officer
Name: Aron Schwartz
Print or Type Signature

Delaware

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 "EQUILINK LICENSING, LLC" FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2003, AT 11:20 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2281538 8100V

030746858

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CERTIFICATE OF FORMATION
OF
EQUILINK LICENSING, LLC

This Certificate of Equilink 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 Equilink 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