

08-08-2003

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



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

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

1. Name of conveying party(ies): 7-21-03 Desa International, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State Delaware [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies) Name: Desa International LLC Internal Address: Street Address: 2701 Industrial Drive Bowling Green KY 42101 City: State: Zip: [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [ ] Corporation-State [X] Other Delaware Limited Liability Co. 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 [X] No

3. Nature of conveyance: [ ] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [X] Other Conversion to limited liability co. Execution Date: December 10, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,295,299 Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Manuel R. Valcarcel, Esq. Internal Address: Street Address: 1221 Brickell Avenue City: Miami State: FL Zip: 33131

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [X] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number:

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08/07/2003 01 FC:6521

Signature 00000133 2295299 40.00 GP Manuel R. Valcarcel Name of Person Signing

Signature Date 7/14/03

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



07-21-2003

U.S. Patent & TMO/TM Mail Rcpt Dt. #58

TRADEMARK REEL: 002796 FRAME: 0816

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

To the Secretary of State  
State of Delaware

Stephen L. Clanton, being the Senior Vice President and Chief Financial Officer of DESA International, Inc., a Delaware corporation (the "Corporation"), for the purpose of converting the Corporation to a limited liability company (hereinafter called the "Company"), under the provisions and subject to the requirements of Section 18-214 of the Delaware Limited Liability Company Act, hereby certifies that:

First: The name of the Corporation under which it was originally incorporated was DESA Holding Corp.

Second: The Corporation was formed November 30, 1988, under the laws of the State of Delaware.

Third: The name of the Corporation immediately prior to the filing of the certificate of conversion is DESA International, Inc.

Fourth: The name of the limited liability company as set forth in its certificate of formation filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is DESA International LLC.

Fifth: The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporate Law.

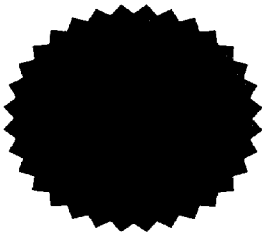
/S/ STEPHEN L. CLANTON  
STEPHEN L. CLANTON,  
Senior Vice President and Chief Financial  
Officer

# Delaware

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*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 "DESA INTERNATIONAL LLC" FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 2002, AT 3 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2179597 8100V

AUTHENTICATION: 2455545

030372290

DATE: 06-09-03  
REEL: 002796 FRAME: 0818

CERTIFICATE OF FORMATION

OF

DESA INTERNATIONAL LLC

This Certificate of Formation is being executed as of December 5, 2002, for the purpose of forming a limited liability company under the provisions and subject to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq.

The undersigned, being a natural person duly authorized to execute and file this Certificate, does hereby certify as follows:

1. Name. The name of the limited liability company is DESA International LLC (the "Company").
2. Registered Office and Registered Agent. The address of the Company's registered office and the name and address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are: The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

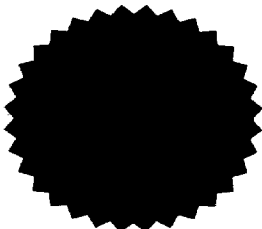
By: /s/ STEPHEN L. CLANTON  
STEPHEN L. CLANTON,  
Authorized Person

# Delaware

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*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 "DESA INTERNATIONAL, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "DESA INTERNATIONAL, INC." TO "DESA INTERNATIONAL LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 2002, AT 3 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2179597 8100V

AUTHENTICATION: 2455545

030372290

DATE: 06-05-03

RECORDED: 07/21/2003

TRADEMARK  
REEL: 002796 FRAME: 0820