



09-11-2003



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To the Honorable Commissioner of Patent and Trademarks, 1000

original documents or copy thereof.

<p>1. Name of conveying party(ies):  Publishers Clearing House</p>	<p>2. Name and address of receiving party(ies):  Publishers Clearing House LLC 82 Channel Drive Port Washington, New York 11050</p>
<p>3. Nature of conveyance:   <input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement    <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other: Conversion from limited partnership to limited liability company</p> <p>Execution Date: <u>October 21, 2002</u> Effective Date: <u>October 21, 2002</u></p>	<p><input type="checkbox"/> Individual(s) citizenship:  <input type="checkbox"/> Association:  <input type="checkbox"/> General Partnership:  <input type="checkbox"/> Limited Partnership:  <input type="checkbox"/> Corporation-State:  <input checked="" type="checkbox"/> Other: New York Limited Liability Company</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> yes; <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p>
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s):</p>	<p>B. Trademark Registration No.(s):  2,094,424</p>
<p>5. Name and address of party to whom correspondence document should be mailed:  Joseph E. Washington, Esq. Attn: TMSU Morgan, Lewis &amp; Bockius LLP 1111 Pennsylvania Avenue, N.W. Washington, D.C. 20004</p> <p>Telephone: 202-739-5965 Facsimile: 202-739-3001 E-Mail: <a href="mailto:jwashington@morganlewis.com">jwashington@morganlewis.com</a></p>	<p>6. Total number of applications and registrations involved:</p> <p>7. Total fee (37 C.F.R. § 3.41) \$ 40  <input type="checkbox"/> Check enclosed. <input checked="" type="checkbox"/> Authorized to charge to deposit account.</p> <p>8. Deposit account number:  13-4520</p>

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            September 8, 2003  
Name of Person Signing      Signature      Date

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

OMB No. 0651-0011 (exp. 4/94)  
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FILED 2000882

**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:

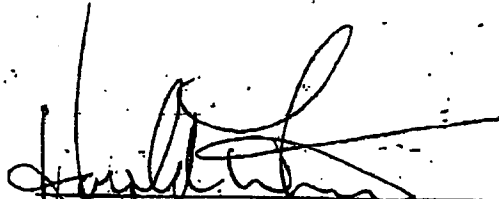
Stephen P. Farrell, Esq.  
Morgan, Lewis & Bockius LLP  
101 Park Avenue, New York, NY 10178.

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

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 11:23

STATE OF NEW YORK  
DEPARTMENT OF STATE

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

OCT 22 2002

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BY: M.

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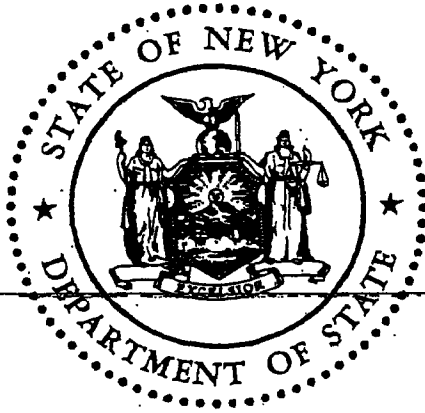
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State of New York }  
Department of State } ss:

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. J.", is written over a horizontal line.

Secretary of State

DOS-200 (Rev. 03/02)