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02-26-2004



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

To the Honorable Commission

102678004

...ed original documents or copy thereof.

1. Name of conveying party(ies):
Spencer Gifts, Inc.

Individual(s) Association
 General partnership Limited Partnership
 Corporate - State Delaware
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Conversion

Execution Date: April 29, 2002

2. Name and address of receiving party(ies)

Name: Spencer Gifts LLC
Internal Address: _____
Address: _____

Street Address: 6826 Black Horse Pike
City: Egg Harbor Township State: New Jersey ZIP: 08234

Individual(s) citizenship _____
 Association _____
 General partnership _____
 Limited Partnership _____
 Corporate-State _____
 Other Limited Liability Company - Delaware

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2776366

Additional number(s) attached Yes No

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

Name: Jay K. Meadway, Esquire
Internal Address: Ballard Spahr Andrews & Ingersoll, LLP
Street Address: 1735 Market Street, 51st Floor
City: Philadelphia State: PA Zip: 19103-7599

6. Total number of applications and registrations involved:..... 1

7. Total Fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account

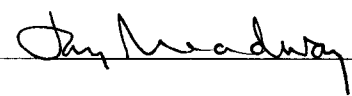
8. Deposit account number:
02-0755

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

02/25/2004 DRYNE 00000173 020755 2776366
01 FC:8521 40.00 DA

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.

Jay K. Meadway  February 10, 2004

Total number of pages including cover sheet, attachments, and document: 9



Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, DC 20231

02-12-2004
U.S. Patent & TMO/TM Mail Rcpt Dt. #72

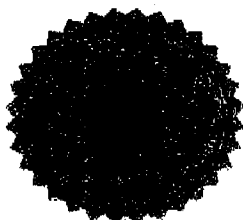
TRADEMARK
REEL: 002918 FRAME: 0789

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 "SPENCER GIFTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SPENCER GIFTS, INC." TO "SPENCER GIFTS LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2002, AT 1 O'CLOCK P.M.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

0774970 8100V

020271261

AUTHENTICATION: 1748172

DATE: 04-29-02

TRADEMARK

REEL: 002918 FRAME: 0790

04/29/2002 09:48 FAX 213 687 3702

MINGER TOLLES & OLSON #3

002/006

**CERTIFICATE OF CONVERSION
OF
SPENCER GIFTS, INC.
TO
SPENCER GIFTS LLC**

This Certificate of Conversion to Limited Liability Company, dated as of April 19, 2002, has been duly executed and is being filed by Spencer Gifts, Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to Spencer Gifts LLC (the "Resulting LLC") under the applicable provisions of the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

1. The Converting Corporation was first incorporated on September 9, 1971, by means of the filing of a certificate of incorporation with the Secretary of State of the State of Delaware on such date. The jurisdiction of the Converting Corporation at the time it was first incorporated was the State of Delaware. The jurisdiction of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.

2. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Spencer Gifts, Inc. The name under which the Converting Corporation was originally incorporated was Spencer Gifts Retail Stores, Inc.

3. The name of the limited liability company into which the Converting Corporation shall be converted, as set forth in the limited liability company's certificate of formation, which is being filed concurrently with this Certificate of Conversion, is Spencer Gifts LLC.

4. The conversion of the Converting Corporation to the Resulting LLC has been approved in accordance with the provisions of Sections 228 and 266 of the DGCL.

5. The conversion of the Converting Corporation to the Resulting LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and of a certificate of formation of the Resulting LLC with the Secretary of State of the State of Delaware.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 04/29/2002
020271261 - 0774970

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MUNGER TOLLES & OLSON #3

003/006

Signature Page to Certificate of Conversion to Limited Liability Company

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to Limited Liability Company to be executed on this 29th day of April, 2002.

SPENCER GIFTS, INC. (the "Converting Corporation"), a Delaware corporation

By:



Name: Sharon Garcia

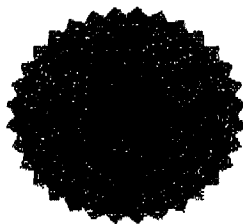
Title: Corporate Secretary

Delaware

The First State

PAGE 2

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 "SPENCER GIFTS LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2002, AT 1 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0774970 8100V

AUTHENTICATION: 1748172

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MUNGER TOLLES & OLSON #3

005/006

**CERTIFICATE OF FORMATION
OF
SPENCER GIFTS LLC**

The undersigned, an authorized person, for the purpose of forming a limited liability company under the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

1. The name of the limited liability company (hereinafter called the "Limited Liability Company") is Spencer Gifts LLC.

2. The address of the registered office and the name and the 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 is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801.

[Remainder of page intentionally left blank.]

[813999.1]


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MUNGER TOLLES & OLSON #3

006/006

Signature Page to Certificate of Formation

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of SPENCER GIFTS LLC, this 29th day of April, 2002.

By: 
Name: Sharon Garcia
Title: Authorized Person

SCHEDULE

Mark

Reg. No.

WORLD'S HALLOWEEN HEADQUARTERS

2.776.366