

05-19-2004

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To the Honorable Commissioner of Patent and Trademark Office original documents or copy thereof.

1. Name of conveying party(ies):

Publishers Clearing House



2. Name and address of receiving party(ies):

Publishers Clearing House LLC
82 Channel Drive
Port Washington, New York 11050

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: Conversion from limited partnership to limited liability company

Execution Date: October 21, 2002

Effective Date: October 21, 2002

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State:
- Other: New York Limited Liability Company

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1283590

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

Joseph E. Washington, Esq.
Attn: TMSU
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Telephone: 202-739-5965
Facsimile: 202-739-3001
E-Mail: jwashington@morganlewis.com

6. Total number of applications and registrations involved:

7. Total fee (37 C.F.R. § 3.41) \$ 40

Check enclosed.

Authorized to charge fee and any overpayments/deficiencies to deposit account.

8. Deposit account number:

13-4520

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
Name of Person Signing

[Signature]
Signature

May 14, 2004
Date

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

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

05/18/2004 GTDN11 00000073 134520 1283590

01 FC:8521 40.00 DA

REC-10 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

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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

1CC
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

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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.

DECEMBER 23, 2002

Witness my hand and seal of the Department of State on



A handwritten signature in black ink, appearing to read "R. A. S.", is written over a horizontal line.

Secretary of State

DOS-200 (Rev. 03/02)