

FORM PTO-1594 (7/97) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party(ies):
John Hardy, Inc.
Entity: Corporation of Delaware
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: John Hardy LLC
Address: 615 South DuPont Highway
Dover, DE 19901

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Conversion
Date: December 21, 2004

Entity: Delaware Limited Liability Company
If assignee is not domiciled in the United States, an appointment of domestic representative is attached: Yes No
Additional name(s) & address(es) attached: Yes No

4. Application or Registration number(s):

A. Trademark Application No.(s)	B: Trademark Registration No.(s)		
76/560,810	2,755,493	2,693,021	2,709,073
	2,761,102	2,214,237	1,864,617
	2,001,739		

Additional numbers attached? Yes No

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

Please send the recorded assignment back by fax to 312/258-5700 to the attention of:

Debbie Nowicki, Trademark Paralegal
Schiff Hardin & Waite
P.O. Box 06079
Chicago, IL 60606-0079
dnowicki@schiffhardin.com
Ref. No(s): _____

6. Total number of trademark applications and registrations involved: 8

7. Total Fee (37 CFR 3.41) \$215.00
Authorization is given to charge the deposit account for the above fee and any additional fees required or to credit any overpayment.

8. Deposit Account Number: 19-0409

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.

Jeanette S. Zimmer _____ February 10, 2005
Name of Person Signing Signature Date

Total number of pages including cover sheet and attached documents: 3

Mail documents to be recorded and required cover sheet information to:
By Fax: 703/306-5995
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CH \$215.00 190409 76560810

Delaware

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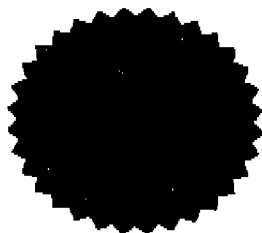
The First State

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 "JOHN HARDY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "JOHN HARDY, INC." TO "JOHN HARDY LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 12:22 O'CLOCK P.M.

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

2330718 8100V

040926312



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: TRADEMARK

REEL: 003033 FRAME: 0335

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:22 PM 12/21/2004
FILED 12:22 PM 12/21/2004
SRV 040926312 - 2330718 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 John Hardy, Inc.
- 2.) The date the Certificate of Incorporation was filed on is March 30, 1993.
- 3.) The original name of the corporation as set forth in the Certificate of Incorporation is John Hardy, Inc.
- 4.) The name of the limited liability company as set forth in the formation is John Hardy LLC.
- 5.) The conversion has been approved in accordance with the provisions of Section 266.

By: 

Name: Gordon Oldham, President