

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Spencer Gifts, Inc.		04/29/2002	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Spencer Gifts LLC		
<b>Street Address:</b>	6826 Black Horse Pike		
<b>City:</b>	Egg Harbor Township		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08234		
<b>Entity Type:</b>	Limited Liability Company:		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2931490	HIDDEN ILLUSIONS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(215)864-9803		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	215.834.8101		
<b>Email:</b>	meadwayj@ballardspahr.com		
<b>Correspondent Name:</b>	Jay K. Meadway, Esq.		
<b>Address Line 1:</b>	1735 Market Street, 51st Floor		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 08234		
<b>NAME OF SUBMITTER:</b>	Jay K. Meadway, Esq.		
<b>Signature:</b>	/Jay K. Meadway/		
<b>Date:</b>	03/29/2005		

CH \$40.00 2931490

Total Attachments: 6  
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**TRADEMARK  
 REEL: 003054 FRAME: 0616**

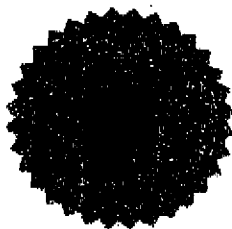
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# Delaware

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: APR 29 2002

REEL: 003054 FRAME: 0618

**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.

*[Remainder of page intentionally left blank.]*

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

TRADEMARK  
REEL: 003054 FRAME: 0619

*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 29<sup>th</sup> day of April, 2002.

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

By: 

Name: Sharon Garcia

Title: Corporate Secretary

TRADEMARK

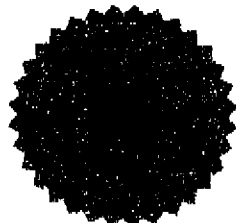
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# Delaware

PAGE 2

*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 "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

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AUTHENTICATION: 1748172  
TRADEMARK

REEL: 003054 FRAME: 0621

**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.]*

*Signature Page to Certificate of Formation*

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

By: 

Name: Sharon Garcia

Title: Authorized Person