

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion to Limited Partnership		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
41 Madison Company		10/13/1998	PARTNERSHIP: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	41 Madison L.P.		
<b>Street Address:</b>	345 Park Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10154		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1009024	NEW YORK MERCHANDISE MART	
<b>Registration Number:</b>	1019055	NYMM THE NEW YORK MERCHANDISE MART	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)415-8701		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2124158700		
<b>Email:</b>	ptotmcommunications@morganfinnegan.com		
<b>Correspondent Name:</b>	Morgan & Finnegan, L.L.P.		
<b>Address Line 1:</b>	3 World Financial Center		
<b>Address Line 2:</b>	Docket Administrator		
<b>Address Line 4:</b>	New York, NEW YORK 10281-2101		
<b>NAME OF SUBMITTER:</b>	Scott Greenberg, Esq.		
<b>Signature:</b>	/SG/		
<b>Date:</b>	05/04/2005		

CH \$65.00 1009024

Total Attachments: 2  
source=0324-1#page1.tif  
source=0324-1#page2.tif

State of Delaware  
Office of the Secretary of State

---

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "41 MADISON L.P." FILED IN THIS OFFICE ON THE THE THIRTEENTH DAY OF OCTOBER, A.D. 1998, AT 11:01 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2954730 8100V

991190928

AUTHENTICATION:

9742637

DATE:

05-13-99

TRADEMARK  
REEL: 003077 FRAME: 0725

**CERTIFICATE OF CONVERSION TO LIMITED PARTNERSHIP**

**OF**

**41 MADISON COMPANY**

The undersigned, being desirous to convert 41 Madison Company, a New York general partnership, to a Delaware limited partnership pursuant to Section 17-217(b) of the Delaware Revised Uniform Limited Partnership Act (the "Act"), do hereby certify as follows:


1. The name of the limited partnership as set forth in its certificate of limited partnership filed in accordance with Section 17-217(b) of the Act is: 41 Madison L.P.

2. The date the New York General Partnership first formed  
10/22/69

**IN WITNESS WHEREOF**, the undersigned, being the sole general partner of 41 Madison L.P., has executed this Certificate of Conversion to Limited Partnership of 41 Madison Company, this 13<sup>th</sup> day of October, 1998.

41 MADISON LLC

By:   
Jack Rudin, Managing Member

By:   
Lewis Rudin, Managing Member

By:   
William E. Rudin, Managing Member

73017