

**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>
Stuart Weitzman, Inc.		04/21/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Stuart Weitzman, LLC		
<b>Street Address:</b>	50 West 57 Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10019		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2571208	A LITTLE OBSESSED WITH SHOES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)336-8001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212.336.8000		
<b>Email:</b>	ptodocket@arelaw.com		
<b>Correspondent Name:</b>	Chester Rothstein, Esq.		
<b>Address Line 1:</b>	Amster, Rothstein & Ebenstein LLP		
<b>Address Line 2:</b>	90 Park Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10016		
<b>NAME OF SUBMITTER:</b>	Chester Rothstein		
<b>Signature:</b>	/Chester Rothstein/		
<b>Date:</b>	06/23/2005		

**CH \$40.00 2571208**

Total Attachments: 3

**900027052**

**TRADEMARK  
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# Delaware

PAGE 1

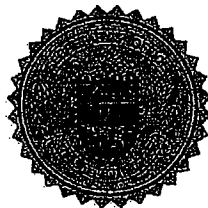
*The First State*

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 "STUART WEITZMAN, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "STUART WEITZMAN, INC." TO "STUART WEITZMAN, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2005, AT 5:31 O'CLOCK P.M.

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

2313784 8100V

050324915



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3828749

DATE: 04-21-05

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STUART WEITZMAN, INC.

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CERTIFICATE OF CONVERSION  
OF A DELAWARE CORPORATION INTO  
A LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 266 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE

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It is hereby certified that:

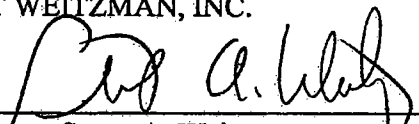
1. The name of the corporation immediately prior to the filing of this Certificate is Stuart Weitzman, Inc. (the "Corporation").
2. The Corporation was incorporated under the laws of the State of Delaware on October 26, 1992 under the name Stuart Weitzman International, Inc. and subsequently changed its name to Stuart Weitzman, Inc. by a Certificate of Amendment of the Certificate of Incorporation on October 28, 1992.
3. The name of the limited liability company into which the Corporation shall be converted, as set forth in the Certificate of Formation filed in accordance with Section 18-214(b) of the Limited Liability Company Act of the State of Delaware, is Stuart Weitzman, LLC.
4. The conversion herein certified has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.
5. Effective upon the conversion herein certified, all of the outstanding shares of Class A Common Stock of the Corporation and Class B Common Stock of the Corporation shall be converted into and become units of membership interests in Stuart Weitzman, LLC.
6. The conversion by the Corporation into a limited liability company herein certified shall be effective upon the execution and filing of this Certificate of Conversion and the Certificate of Formation of Stuart Weitzman, LLC in the Office of the Secretary of State of the State of Delaware.

Dated: April 21, 2005

*[Remainder of page intentionally left blank; signature page follows]*

*Signature Page to Certificate of Conversion*

STUART WEITZMAN, INC.

By: 

Name: Stuart A. Weitzman

Title: President and Chief Executive Officer