

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Conversion from limited partnership to limited liability company | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Publishers Clearing House | | 10/21/2002 | LIMITED PARTNERSHIP: NEW YORK |
| RECEIVING PARTY DATA | | | |
| Name: | Publishers Clearing House LLC | | |
| Street Address: | 382 Channel Drive | | |
| City: | Port Washington | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 11050 | | |
| Entity Type: | Limited Liability Company: NEW YORK | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1644581 | PRIZE PATROL | |
| Registration Number: | 1642239 | PRIZE PATROL | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (202)739-3001 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 202-739-5965 | | |
| Email: | trademarks@morganlewis.com, jwashington@morganlewis.com, chowell@morganlewis.com | | |
| Correspondent Name: | Joseph E. Washington | | |
| Address Line 1: | 1111 Pennsylvania Ave., N.W. | | |
| Address Line 2: | Morgan, Lewis & Bockius | | |
| Address Line 4: | Washington, DISTRICT OF COLUMBIA 20004 | | |
| NAME OF SUBMITTER: | Catherine R. Howell, Paralegal | | |
| Signature: | /Catherine R. Howell/ | | |

CH 1644581 \$65.00

Date:

08/02/2005

Total Attachments: 4

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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

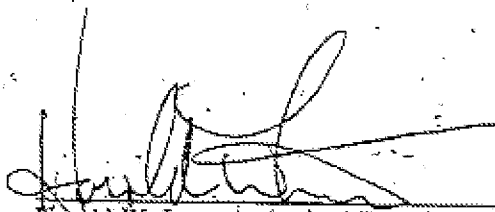
Limited Liability Company served upon him is:

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

U.N.I. - 37

CERTIFICATE OF CONVERSION
OF
PUBLISHERS CLEARING HOUSE
TO
PUBLISHERS CLEARING HOUSE, LLC

2021022000882

Under Section 306 of the Limited Liability Company Law

FILED

OCT 22 PM 16:23

STATE OF NEW YORK
DEPARTMENT OF STATE

OCT 22 2002

FILED BY
MORGAN, LEWIS & BOCKIUS LLP
101 PARK AVENUE
NEW YORK, NY 10078

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STATE OF NEW YORK
DEPARTMENT OF STATE
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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.

Witness my hand and seal of the Department of State on

DECEMBER 23, 2002



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

Secretary of State

DOS-200 (Rev. 05/02)