

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
William Morris Agency		12/09/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	William Morris Agency, LLC		
Street Address:	151 El Camino Drive		
City:	Beverly Hills		
State/Country:	CALIFORNIA		
Postal Code:	90212		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2449363	SMOKIN' GROOVES	
Serial Number:	78627471	SMOKIN' GROOVES	
Serial Number:	78309292	SMOKIN' GROOVES	
CORRESPONDENCE DATA			
Fax Number:	(210)224-2035		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	210.281.7106		
Email:	sa_ipdocketing@akingump.com		
Correspondent Name:	Akin Gump Strauss Hauer & Feld, LLP		
Address Line 1:	P.O. Box 12870		
Address Line 4:	San Antonio, TEXAS 78212		
ATTORNEY DOCKET NUMBER:	065292.0000		
NAME OF SUBMITTER:	Kirt S. O'Neill		
Signature:	/kso/		

CH \$90.00 2449363

Date:

03/13/2006

Total Attachments: 2

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CERTIFICATE OF CONVERSION

CONVERTING

WILLIAM MORRIS AGENCY (DELAWARE), INC.
(A Delaware Corporation)

TO

WILLIAM MORRIS AGENCY, LLC
(A Delaware Limited Liability Company)

This Certificate of Conversion is being filed for the purpose of converting William Morris Agency (Delaware), Inc., a Delaware corporation (the "Converting Entity"), to a Delaware limited liability company to be named "William Morris Agency, LLC" (the "Company") pursuant to Section 18-214 of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act"), and Section 266 of the General Corporation Law of the State of Delaware, 8 Del. C. §§ 101 et seq. (the "DGCL").

The undersigned, as an authorized person of the Converting Entity and the Company, docs hereby certify as follows:

1. Name of Converting Entity. The name of the Converting Entity when incorporated and immediately prior to the filing of this Certificate of Conversion was "William Morris Agency (Delaware), Inc."

2. Date and Jurisdiction of Incorporation of Converting Entity. The date on which, and the jurisdiction where, the Converting Entity was incorporated, which jurisdiction has not changed, are as follows:

<u>Date</u>	<u>Jurisdiction</u>
November 30, 2004	Delaware

3. Name of Continuing Limited Liability Company. The name of the Delaware limited liability company to which the Converting Entity is being converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware LLC Act is "William Morris Agency, LLC".

4. Approval of Conversion. The conversion of the Converting Entity to the Company has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the Delaware LLC Act.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of December 9, 2004.

**WILLIAM MORRIS AGENCY (DELAWARE),
INC.**



Irving J. Weintraub
Executive Vice President and Chief Financial
Officer

la-757626