

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	04/29/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Spencer Gifts, Inc.		04/29/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Spencer Gifts LLC
Street Address:	6826 Black Horse Pike
City:	Egg Harbor Township
State/Country:	NEW JERSEY
Postal Code:	08234-4197
Entity Type:	LTD LIAB JT ST CO: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2722394	GROOVE TUBE
Registration Number:	2832621	HIDDEN ILLUSIONS
Registration Number:	2694886	MEGAVOLT
Registration Number:	2722355	NEUTRON
Registration Number:	0857651	SPENCER GIFTS
Registration Number:	0832689	SPENCER GIFTS

CORRESPONDENCE DATA

Fax Number: (215)864-9934
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-864-8383
 Email: hayesdj@ballardspahr.com
 Correspondent Name: Ballard Spahr Andrews & Ingersoll, LLP
 Address Line 1: 1735 Market Street, 51st Floor
 Address Line 2: Roberta Jacobs-Meadway, Esq.

CH \$165.00 2722394

Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER: 089958

NAME OF SUBMITTER: Donita Hayes

Signature: /donita hayes/

Date: 06/22/2007

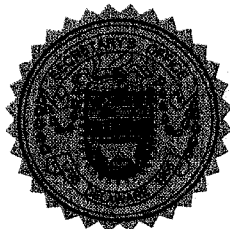
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Delaware

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

AUTHENTICATION: 1748172

020271261

DATE: 04-29-02

TRADEMARK

REEL: 003567 FRAME: 0401

**CERTIFICATE OF CONVERSION
OF
SPENCER GIFTS, INC.
TO
SPENCER GIFTS LLC**

This Certificate of Conversion to Limited Liability Company, dated as of April 29, 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

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 29th day of April, 2002.

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

By: 

Name: Sharon Garcia

Title: Corporate Secretary

**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 29th day of April, 2002.

By: 
Name: Sharon Garcia
Title: Authorized Person