

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion from PEP Direct, Inc. to PEP Direct, LLC		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PEP Direct, Inc.		07/19/2007	CORPORATION: NEW HAMPSHIRE
RECEIVING PARTY DATA			
Name:	PEP Direct, LLC		
Street Address:	19 Stoney Brook Drive		
City:	Wilton		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03086-0900		
Entity Type:	LIMITED LIABILITY COMPANY: NEW HAMPSHIRE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	76540857	PEP DIRECT	
Serial Number:	76540721	PEP DIRECT	
Serial Number:	76182266	PEP DIRECT	
Serial Number:	76182261	PEP DIRECT	
CORRESPONDENCE DATA			
Fax Number:	(212)755-7306		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-326-3939		
Email:	NYTEF@JONESDAY.COM		
Correspondent Name:	JONES DAY		
Address Line 1:	222 EAST 41ST STREET		
Address Line 4:	NEW YORK, NEW YORK 10017		
NAME OF SUBMITTER:	Nancy A. Zoubek		
Signature:	/Nancy A Zoubek/		

CH \$115.00 76540857

Date:

08/09/2007

Total Attachments: 4

source=PEP DIRECT, INC. to PEP DIRECT, LLC_Page_1#page1.tif

source=PEP DIRECT, INC. to PEP DIRECT, LLC_Page_2#page1.tif

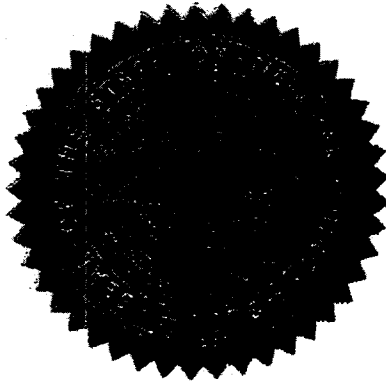
source=PEP DIRECT, INC. to PEP DIRECT, LLC_Page_3#page1.tif

source=PEP DIRECT, INC. to PEP DIRECT, LLC_Page_4#page1.tif

State of New Hampshire
Department of State

CERTIFICATE

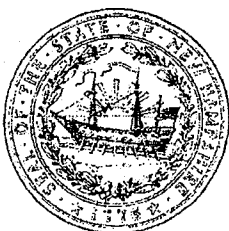
I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify PEP DIRECT, INC. was a New Hampshire corporation duly incorporated under the laws of the State of New Hampshire on April 1, 1975 and that a certificate of conversion to a New Hampshire limited liability company and a certificate of formation of a New Hampshire limited liability company under the name PEP Direct, LLC were filed on July 20, 2007. I further certify that all fees required by the Secretary of State's office have been received and that a certificate of cancellation has not been filed.



In TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 25th day of July, A.D. 2007

A handwritten signature in cursive script, appearing to read "William M. Gardner", written in dark ink.

William M. Gardner
Secretary of State



State of New Hampshire

Department of State

Corporation Division
107 North Main Street
Concord, N.H. 03301-4989
603-271-3246



Enclosed is the acknowledgment copy of your Certificate of Conversion New Hampshire Corporation to a New Hampshire Limited Liability Company. It acknowledges this office's receipt and filing of your documents.

Should you have any questions, you may contact the Corporation Division at the above number or email us at corporate@sos.state.nh.us. Please reference your Business ID # located in the filed section of the enclosed acknowledgement copy of Certificate of Conversion New Hampshire Corporation to a New Hampshire Limited Liability Company.

Please visit our website for helpful information regarding all your business needs.

Regards,

New Hampshire Department of State
Corporation Division

Business ID#: 16683

STATE OF NEW HAMPSHIRE

Filing fee: \$35.00 (SEE TOTAL FEES AT BOTTOM OF PAGE 2)
Use black print or type.

Filed
Date Filed: 07/20/2007
Business ID: 16683
From: William M. Gardner
Secretary of State
Form: RSA 293-A:11.09 &
RSA 304-C:17-a

CERTIFICATE OF CONVERSION
NEW HAMPSHIRE CORPORATION TO A NEW HAMPSHIRE LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT AND THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY STATUTES, THE UNDERSIGNED DOMESTIC CORPORATION SUBMITS THE FOLLOWING CERTIFICATE OF CONVERSION:

FIRST: The corporation was formed in New Hampshire on (date) April 1, 1975

SECOND: The name of the corporation immediately prior to the filing of this certificate: PEP Direct, Inc.

THIRD: The name of the limited liability company as set forth in its certificate of formation: PEP Direct, LLC

FOURTH: The designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the plan or the total number of undisputed votes cast for the plan separately by each voting group is as follows:

Designation (class or series) of voting group	No. of shares outstanding	Total no. of votes entitled to be cast	OR		Total no. of undisputed votes FOR
			FOR	AGAINST	
Common	300	300	300		

State of New Hampshire
Certificate of Conversion 1 Page(s)



CERTIFICATE OF CONVERSION

Form No. C 1
(Cont.)

FIFTH: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

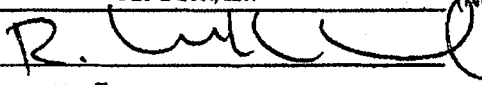
SIXTH: The plan of conversion is on file at the principal place of business of the limited liability company at (business address) 19 Stoney Brook Drive, Wilton, NH 03086-0900

and a copy of the plan of conversion will be furnished by (name of limited liability company) PEP Direct, LLC

on request and without cost, to any shareholder of (name of corporation) PEP Direct, Inc.

Dated July 19, 2007

Name of corporation: PEP Direct, Inc. (Note 1)

By 
Signature of its Treasurer

Mark Schulhof
Print or type name

Eff 7/20/07 eapm

Note 1: Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or other officer; or see RSA 293-a:1.20(f) for alternative signatures.

MAIL DATED AND SIGNED ORIGINAL with CERTIFICATE OF FORMATION OF NEW HAMPSHIRE LIMITED LIABILITY COMPANY (Form LLC 1), ADDENDUM TO CERTIFICATE OF FORMATION (Form SRA) AND TOTAL FEES OF \$135.00 TO: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.