

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion of Corporate Form		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sandow Media Corporation		10/24/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Sandow Media, LLC		
Street Address:	3731 NW 8th Avenue		
City:	Boca Raton		
State/Country:	FLORIDA		
Postal Code:	33431		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77302545	LEARN, TRY, BUY.	
CORRESPONDENCE DATA			
Fax Number:	(561)659-6313		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	561-653-5000		
Email:	tina.lynch@akerman.com		
Correspondent Name:	J. Rodman Steele, Jr.		
Address Line 1:	222 Lakeview Avenue; Fourth Floor		
Address Line 4:	West Palm Beach, FLORIDA 33401-6183		
ATTORNEY DOCKET NUMBER:	7592-60		
NAME OF SUBMITTER:	J. Rodman Steele, Jr.		
Signature:	/J. Rodman Steele, Jr./		
Date:	11/08/2007		

CH \$40.00 77302545

Total Attachments: 4

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Delaware

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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 "SANDOW MEDIA CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SANDOW MEDIA CORPORATION" TO "SANDOW MEDIA, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2007, AT 4:48 O'CLOCK P.M.

3574607 8100V

071151052



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6103978

DATE: 10-25-07

TRADEMARK
REEL: 003657 FRAME: 0058

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:56 PM 10/24/2007
FILED 04:48 PM 10/24/2007
SRV 071151032 - 3574607 FILE

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT**

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation was first formed is September 30, 2002.
- 4.) The name of the Corporation immediately prior to filing this Certificate is Sandow Media Corporation.
- 5.) The name of the limited liability company as set forth in the Certificate of Formation is Sandow Media, LLC.
- 6.) The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the
24 day of October, 2007.

Authorized Representative:

By: 

Adam I. Sandow

Delaware

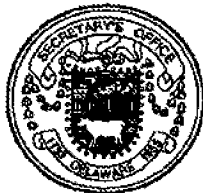
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The First State

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 CERTIFICATE OF FORMATION OF "SANDOW MEDIA, LLC" FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2007, AT 4:48 O'CLOCK P.M.

3574607 8100V

071151052



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6103978

DATE: 10-25-07

TRADEMARK
REEL: 003657 FRAME: 0060

CERTIFICATE OF FORMATION
of
SANDOW MEDIA, LLC

The undersigned authorized representative hereby forms a limited liability company under the laws of the State of Delaware:

ARTICLE I. NAME

The name of the limited liability company is: Sandow Media, LLC.

ARTICLE II. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the company in the State of Delaware and the company's registered agent at that office shall be:

Incorporating Services, Ltd.
3500 South Dupont Highway
Dover, Delaware 19901

IN WITNESS WHEREOF, the undersigned authorized representative has executed the foregoing Certificate of Formation as of the 24 day of October, 2007.

Authorized Representative:

By: 
Adam I. Sandow