

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Geoffrey, Inc.		01/28/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Geoffrey, LLC		
<b>Street Address:</b>	One Geoffrey Way		
<b>City:</b>	Wayne		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07470		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77975295	LIL CHEFS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)541-4630		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-541-2000		
<b>Email:</b>	toysuspto@bryancave.com		
<b>Correspondent Name:</b>	Patricia L. Werner/Bryan Cave LLP		
<b>Address Line 1:</b>	1290 Avenue of the Americas		
<b>Address Line 4:</b>	New York, NEW YORK 10104		
<b>ATTORNEY DOCKET NUMBER:</b>	0212687/GEOFFREYNAMECHANG		
<b>NAME OF SUBMITTER:</b>	Patricia L. Werner		
<b>Signature:</b>	/Patricia L. Werner/		
<b>Date:</b>	02/29/2008		

CH \$40.00 77975295

Total Attachments: 4

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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 "GEOFFREY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GEOFFREY, INC." TO "GEOFFREY, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2008, AT 12:27 O'CLOCK P.M.

2026673 8100V

080093551



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6347482

DATE: 01-30-08

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 003729 FRAME: 0207

# Delaware

PAGE 2

*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 "GEOFFREY, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2008, AT 12:27 O'CLOCK P.M.



2026673 8100V

080093551

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6347482

DATE: 01-30-08

TRADEMARK  
REEL: 003729 FRAME: 0208

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO  
A LIMITED LIABILITY COMPANY**

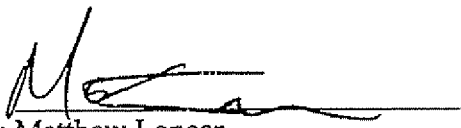
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*In accordance with the provisions of §18-214  
of the Limited Liability Company Act  
of the State of Delaware*

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic corporation to a domestic limited liability company for the purposes of converting Geoffrey, Inc., a Delaware corporation (the "Corporation"), into a domestic limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Act, does hereby certify as follows:

- FIRST:** The jurisdiction where the Corporation first formed is Delaware.
- SECOND:** The jurisdiction immediately prior to filing this Certificate is Delaware.
- THIRD:** The date the Corporation first formed is January 25, 1984.
- FOURTH:** The name of the Corporation immediately prior to filing this Certificate is Geoffrey, Inc.
- FIFTH:** The name of the Limited Liability Company as set forth in the Certificate of Formation is **Geoffrey, LLC**.
- SIXTH:** The effective date of this Certificate of Conversion is February 2, 2008.

**IN WITNESS WHEREOF**, the undersigned has duly executed this Certificate of Conversion as of the date of the signature hereto, as indicated below.

By:   
Name: Matthew Loncar  
Title: Vice President - Corporate Counsel  
Date signed: 1/28/2008

**CERTIFICATE OF FORMATION  
OF  
GEOFFREY, LLC**

\*\*\*\*\*

*Adopted in accordance with the provisions of §18-101  
of the Limited Liability Company Act  
of the State of Delaware*

The undersigned, being duly authorized to execute and file this Certificate of Formation for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6, *Del. C. § 18-101 et seq.*, does hereby certify as follows:

**FIRST**

The name of the limited liability company is **Geoffrey, LLC** (the "Company").


**SECOND**

The address of the registered agent and registered office of the Company in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The name of the registered agent of the Company for service of process on the Company in the State of Delaware is Corporation Service Company.

**THIRD**

The effective date of this Certificate of Formation is February 2, 2008.

**IN WITNESS WHEREOF**, the undersigned has duly executed this Certificate of Formation as of the date of the signature hereto, as indicated below.

By:   
Name: Matthew Loncar  
Title: Vice President – Corporate Counsel

Date signed: 1/28/2008