

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Guthy-Renker Corporation		04/23/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Guthy-Renker LLC		
Street Address:	41-550 Eclectic Street, Suite #200		
City:	Palm Desert		
State/Country:	CALIFORNIA		
Postal Code:	92260		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2967457	MARVELOUS MATTE	
CORRESPONDENCE DATA			
Fax Number:	(858)456-4802		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	8584564801		
Email:	usdocketing@trademarkgroup.com		
Correspondent Name:	The Trademark Group, APLC		
Address Line 1:	1200 Prospect Street, Suite G-100		
Address Line 4:	La Jolla, CALIFORNIA 92037		
ATTORNEY DOCKET NUMBER:	T11187US0		
NAME OF SUBMITTER:	Marnie Wright Barnhorst, Esq.		
Signature:	/MWB/		
Date:	02/01/2010		

OP \$40.00 2967457

Total Attachments: 2

source=Guthy-Renker LLC - Certificate of Conversion#page1.tif

source=Guthy-Renker LLC - Certificate of Conversion#page2.tif

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 "GUTHY-RENKER CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GUTHY-RENKER CORPORATION" TO "GUTHY-RENKER LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF APRIL, A.D. 2008, AT 6:37 O'CLOCK P.M.

2358986 8100V

080465315

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6544905

DATE: 04-24-08

TRADEMARK

REEL: 004141 FRAME: 0674

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:37 PM 04/23/2008
FILED 06:37 PM 04/23/2008
SRV 080465315 - 2358986 FILE

CERTIFICATE OF CONVERSION

converting

GUTHY-RENKER CORPORATION
(a Delaware corporation)

to

GUTHY-RENKER LLC
(a Delaware limited liability company)

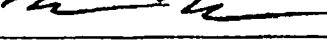
(Pursuant to Section 266 of the General Corporation Law of the State of Delaware
and Section 18-214 of the Delaware Limited Liability Company Act)

The undersigned, acknowledging himself to be the Executive Vice President, Financial Operations of Guthy-Renker Corporation, a Delaware corporation, and being authorized to execute and file this Certificate of Conversion on behalf of Guthy-Renker Corporation, hereby certifies that:

1. The name of the corporation immediately prior to the filing of this Certificate is Guthy-Renker Corporation (the "Corporation").
2. The Corporation was incorporated in the State of Delaware pursuant to an original Certificate of Incorporation filed with the Secretary of State of the State of Delaware on November 10, 1993, and as restated on November 23, 1999.
3. The original name of the Corporation as set forth in the Certificate of Incorporation is Guthy-Renker Corporation.
4. The Corporation is hereby converted to a limited liability company under the laws of the State of Delaware. The name of the limited liability company as set forth in its Certificate of Formation is Guthy-Renker LLC.
5. The conversion has been approved by the Board of Directors and shareholders of the Corporation in accordance with Section 266 of the General Corporation Law of the State of Delaware.
6. The conversion shall become effective in accordance with the laws of the State of Delaware as of the filing of this Certificate of Conversion and the Certificate of Formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, I hereunto set my hand this 23rd day of April, 2008.

GUTHY-RENKER CORPORATION

By:  (SEAL)
Name: Kevin Knee
Title: Executive Vice President, Financial Operations

::ODMA\PCDOCS\LA\DOCS\1\204283\5