

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Paradies Shops, Inc.		04/05/2010	CORPORATION: GEORGIA

**RECEIVING PARTY DATA**

Name:	The Paradies Shops, LLC
Street Address:	5950 Fulton Industrial Boulevard
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30336
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	3504659	PRESS EXPRESS
Registration Number:	3504656	READ & RETURN
Registration Number:	3504654	BUY IT, READ IT, RETURN IT! READ & RETURN RECEIVE A 50% REFUND!
Registration Number:	3504657	PRESS EXPRESS
Registration Number:	3590348	H2O & A PAPER TO GO
Registration Number:	3597672	H2O & A PAPER TO GO! MAKING THINGS BETTER! THE PARADIES SHOPS
Registration Number:	2721120	DESIGNS BY SUE VENIR
Registration Number:	3650516	DRUGS & MORE

**CORRESPONDENCE DATA**

Fax Number: (714)755-8290  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: ipdocket@lw.com  
 Correspondent Name: Latham & Watkins LLP

OP \$215.00 3504659

Address Line 1: 650 Town Center Drive  
Address Line 2: Suite 2000  
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER: 040896-0028

NAME OF SUBMITTER: Kristin J. Azcona

Signature: /kja/

Date: 06/10/2010

Total Attachments: 4  
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# STATE OF GEORGIA

Secretary of State  
Corporations Division  
315 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

## CERTIFICATE OF CONVERSION

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on 04/05/2010 converting

**THE PARADIES SHOPS, INC.**  
a Domestic Profit Corporation

to

**THE PARADIES SHOPS, LLC**  
a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on April 5, 2010



A handwritten signature in black ink, appearing to read "B. P. Kemp".

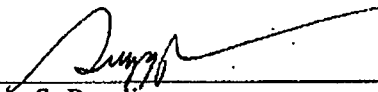
Brian P. Kemp  
Secretary of State

**CERTIFICATE OF ELECTION  
TO BECOME  
A LIMITED LIABILITY COMPANY**

This Certificate of Election to become a limited liability company is being filed pursuant to Section 14-11-212 of the Georgia Limited Liability Company Act (the "Act"):

1. **Name of Corporation:** The name of the corporation is The Paradies Shops, Inc. (the "Corporation").
2. **Election:** The Corporation hereby elects to become a limited liability company.
3. **Effective Date:** The Effective Date of the change shall be the date this Certificate is filed with the Secretary of State.
4. **Approval:** This change has been adopted by the directors and approved by the shareholders of the Corporation in accordance with Section 14-2-1109.1 of the Georgia Business Corporation Code.
5. **Articles of Organization:** The Corporation has presented contemporaneously herewith articles of organization that shall be the articles of organization for the limited liability company formed pursuant to this election.
6. **Conversion of Shares:** The manner and basis for conversion of the shares of the Corporation into limited liability company member interests is as follows: Upon the Effective Date of this election, the outstanding shares of the Corporation's Class A Voting Common Stock and Class B Non-Voting Common Stock, all of which are held by TPSI Holdings, Inc., shall automatically be converted into one hundred percent (100%) of the membership interests in the limited liability company, which interests shall be uncertificated.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Election as of the 5<sup>th</sup> day of April, 2010.

  
\_\_\_\_\_  
Gregg S. Paradies  
President of The Paradies Shops, Inc.

2010 APR -5 PM 2:45  
SECRETARY OF STATE  
CORPORATIONS DIVISION

State of Georgia  
Conversion 3 Page(s)



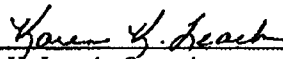
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ARTICLES OF ORGANIZATION  
OF  
THE PARADIES SHOPS, LLC

**Name.** The name of the limited liability company is THE PARADIES SHOPS, LLC (the "Company").

**Management of the Company.** The management of the Company is vested in one or more Managers of the Company, in accordance with the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned organizer of the Company has executed these Articles of Organization, this 5<sup>th</sup> day of April, 2010.

  
\_\_\_\_\_  
Karen K. Leach, Organizer



Brian P. Kemp  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 856-2517

Registered agent, officer, entity status information via the internet  
<http://www.georgiacorporations.org>

TRANSMITTAL INFORMATION  
GEORGIA LIMITED LIABILITY COMPANY

**IMPORTANT**

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: Karen.Leach@nelsonmullins.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1	LLC Name Reservation Number (if one has been obtained, if articles are being filed without prior reservation, leave this line blank) <u>The Paradise Shops, LLC</u> LLC Name (list exactly as it appears in articles)			
2	<u>Karen Leach</u> Name of person filing articles (certificate will be mailed to this person, at address below) <u>201 17th Street NW, Suite 1700</u> Address <u>Atlanta</u> <u>GA</u> <u>30363</u> City State Zip Code	<u>404-322-6137</u> Telephone Number		
3	<u>6950 Fulton Industrial Blvd SW</u> Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box) <u>Atlanta</u> <u>GA</u> <u>30336</u> City State Zip Code			
4	<u>Don Mares</u> Name of LLC's Registered Agent in Georgia <u>6950 Fulton Industrial Blvd SW</u> Registered Office Street Address of LLC in Georgia (Post office box or mail drop not acceptable for registered office address) <u>Atlanta</u> <u>Fulton</u> <u>GA</u> <u>30336</u> City County State Zip Code			
5	<u>Karen Leach</u> <u>201 17th Street NW, Suite 1700 Atlanta</u> <u>GA</u> <u>30363</u> Organizer Address City State Zip Code			
6	Mail or deliver the following items to the Secretary of State, at the above address: 1) This transmittal form 2) Original and one copy of the Articles of Organization 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.			
	<u>Karen Leach</u> Authorized Signature	<u>4/12/2010</u> Date		
	Member, Manager, Organizer or Attorney-in fact (Circle one)			
	Request certificates and obtain entity information via the internet: <a href="http://www.georgiacorporations.org">http://www.georgiacorporations.org</a>			

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