

04/05/2011

4-5-11



103621418

To the Director of the U S Patent and Trademark Office

Documents or the new address(es) below

1. Name of conveying party(ies):

WILLAGE INC.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) January 20, 2011

- Assignment
- Security Agreement
- Other conversion to limited liability co
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name WILLAGE LLC

Internal Address _____

Street Address: 100 Universal City Plaza

City: Universal City

State CA

Country: USA Zip 91608

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other limited liability co Citizenship Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A Trademark Application No (s) _____

B Trademark Registration No (s) _____

SEE ATTACHED

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name Anne B. Nielsen

Internal Address 1280/6

Street Address: 100 Universal City Plaza

City Universal City

State CA Zip 91608

Phone Number 818-777-6447

Fax Number 818-866-1426

Email Address anne.nielsen@nbcuni.com

6. Total number of applications and registrations involved:

22

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$565.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 04/05/2011 DT.MERL 00000016 27107e5

Authorized User Name _____

9. Signature:

Anne Nielsen
Signature

Anne B Nielsen

Name of Person Signing

3/31/2011
Date

Total number of pages including cover sheet, attachments, and document

5

<u>Mark</u>	<u>Registration No.</u>
IVILLAGE AND DESIGN	2710765
HORTIPLEX	2543611
GARDEN VOICES	3208144
ONCE DAILY	3273275
IVILLAGE	2486683
IVILLAGE	2771940
IVILLAGE	2374952
IVILLAGE	2370761
IVILLAGE	2432910
IVILLAGE	2403655
IVILLAGE	2122313
COMMUNITY CHALLENGES	2351211
NEVER SAY DIET	2418087
INTERNET FOR WOMEN, THE	3018821
DAILY BLABBER	3232960
INTERNET FOR WOMEN, THE	3018820
COMMUNITY CHALLENGE	2339820
INTERQUIZZAL	2604859
IVILLAGE STYLIZED	2631354
IVILLAGE STYLIZED	2631353
IVILLAGE STYLIZED	2631352
DAILY BLABBER	3232959

Delaware

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The First State

I, JEFFREY W. BULLOCK, 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 "IVILLAGE INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "IVILLAGE INC." TO "IVILLAGE LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 2011, AT 10 O'CLOCK A.M.

2513815 8100V

110056022

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8505807

DATE: 01-20-11

TRADEMARK
REEL: 004521 FRAME: 0012

CERTIFICATE OF CONVERSION OF
iVILLAGE INC. TO
iVILLAGE LLC

This Certificate of Conversion, dated as of Jan. 20th, 2011, has been duly executed and is being filed by iVillage Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to iVillage LLC (the "Resulting LLC") under the applicable provisions of Delaware Limited Liability Company Act (6 Del. C § 18-101, et seq.) and the General Corporation Law of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

1. The Converting Corporation was first incorporated on June 9, 1995 by means of filing a certificate of incorporation with the Secretary of State of the State of Delaware. The jurisdiction of the Converting Corporation at the time it was first time incorporated was the State of Delaware. The jurisdiction of the Converting Corporation immediately prior to the filing of this Certificate of Conversion is the State of Delaware.

2. The name of Converting Corporation immediately prior to the filing of this Certificate of Conversion is iVillage Inc.

3. The name of the limited liability company into which the Converting Corporation shall be converted, as set forth in the limited liability company's certificate of formation, which is being filed concurrently with the Certificate of Conversion, is iVillage LLC.

4. The conversion of the Converting Corporation to the Resulting LLC has been approved in accordance with the provisions of Sections 228 and 266 of the DGCL.

{Remainder of page intentionally left blank}

Signature Page to Certificate of Conversion

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be executed as of the date first written above.

The "Converting Corporation":

IVILLAGE INC.
a Delaware corporation

By: /s/ Gabriela Kornzweig
Name: Gabriela Kornzweig
Title: Assistant Secretary