

05/09/2011



Form PTO-1594 (Rev 03-11)
OMB Collection 0651-0027 (exp 03/31/2012)

U S DEPARTMENT OF COMMERCE
States Patent and Trademark Office

103624582

MAY -9 2011

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U S Patent and Trademark Office Please record the attached documents or the new address(es) below

05/09/11

1. Name of conveying party(ies):

Oxygen Media Interactive, Inc

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name Oxygen Media Interactive 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)

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

Execution Date(s) January 20, 2011

- Assignment Merger
- Security Agreement Change of Name
- Other Conversion to Limited Liability Co

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) _____

2805115 2390328 2732383

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:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$90.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

05/09/2011 KINGUYENI 00000027 2805115

Deposit Account Number _____

01 FC:0521

Authorized _____

40.00 OP
50.00 OP

9. Signature:

Anne B. Nielsen
Signature

May 9, 2011
Date

Anne B. Nielsen

Name of Person Signing

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

4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 004540 FRAME: 0531

Delaware

PAGE 1

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 "OXYGEN MEDIA INTERACTIVE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "OXYGEN MEDIA INTERACTIVE, INC." TO "OXYGEN MEDIA INTERACTIVE LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 2011, AT 9:58 O'CLOCK A.M.

2893408 8100V

110056551

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8505625

DATE: 01-20-11

TRADEMARK
REEL: 004540 FRAME: 0532

CERTIFICATE OF CONVERSION OF
OXYGEN MEDIA INTERACTIVE, INC. TO
OXYGEN MEDIA INTERACTIVE LLC

This Certificate of Conversion, dated as of Jan. 20, 2011, has been duly executed and is being filed by Oxygen Media Interactive, Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to Oxygen Media Interactive 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 May 7, 1998 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 Oxygen Media Interactive, 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 Oxygen Media Interactive 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":

OXYGEN MEDIA INTERACTIVE, INC.
a Delaware corporation

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