

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hallmark Licensing, Inc.		12/20/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Hallmark Licensing LLC
<b>Street Address:</b>	2440 Pershing Road
<b>Internal Address:</b>	MD 339
<b>City:</b>	Kansas City
<b>State/Country:</b>	MISSOURI
<b>Postal Code:</b>	64108
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: KANSAS

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Serial Number:	77910160	HALLMARK BUSINESS CONNECTIONS
Serial Number:	77910025	HALLMARK BUSINESS CONNECTIONS
Serial Number:	77910087	HALLMARK BUSINESS CONNECTIONS
Serial Number:	77910107	HALLMARK BUSINESS CONNECTIONS
Serial Number:	77910124	HALLMARK BUSINESS CONNECTIONS
Serial Number:	77910145	HALLMARK BUSINESS CONNECTIONS
Serial Number:	77910173	HALLMARK BUSINESS CONNECTIONS
Serial Number:	77910194	HALLMARK BUSINESS CONNECTIONS
Serial Number:	77910212	HALLMARK BUSINESS CONNECTIONS
Serial Number:	77910229	HALLMARK BUSINESS CONNECTIONS
Registration Number:	3907423	HALLMARK BUSINESS CONNECTIONS
Registration Number:	3178632	HALLMARK INSIGHTS
Registration Number:	3178633	HALLMARK INSIGHTS BUSINESS INCENTIVE SOLUTIONS

CH \$415.00 77910160

Registration Number:	3620137	HALLMARK TRIBUTES
Registration Number:	3529961	HALLMARK TRIBUTES
Registration Number:	3408133	OUR CARDS MEAN BUSINESS

**CORRESPONDENCE DATA**

Fax Number: (816)274-7171

Phone: 816-274-5583

Email: lschuv1@hallmark.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: David N. Johnson, Esq.

Address Line 1: 2501 McGee Trafficway

Address Line 2: Hallmark Legal Division, MD 339

Address Line 4: Kansas City, MISSOURI 64108

ATTORNEY DOCKET NUMBER:	25867-01-001-A
NAME OF SUBMITTER:	David N. Johnson
Signature:	/David N. Johnson/
Date:	01/27/2012

**Total Attachments: 6**

source=HMInc-HMLLC Conversion#page1.tif  
source=HMInc-HMLLC Conversion#page2.tif  
source=HMInc-HMLLC Conversion#page3.tif  
source=HMInc-HMLLC Conversion#page4.tif  
source=HMInc-HMLLC Conversion#page5.tif  
source=HMInc-HMLLC Conversion#page6.tif

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "HALLMARK LICENSING, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 4:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.


AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE CORPORATION SHALL CEASE TO EXIST AS A CORPORATION OF THE STATE OF DELAWARE.



2363734 0265C

111323456

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9250847

DATE: 12-22-11

TRADEMARK  
REEL: 004706 FRAME: 0091

**CERTIFICATE OF CONVERSION  
CONVERTING  
HALLMARK LICENSING, INC.  
(A Delaware Corporation)  
TO  
HALLMARK LICENSING, LLC  
(A Kansas Limited Liability Company)**

This Certificate of Conversion is being filed for the purpose of converting **Hallmark Licensing, Inc.**, a Delaware corporation (the "Corporation"), to a Kansas limited liability company to be named **Hallmark Licensing, LLC** (the "LLC") pursuant to Section 266 of the Delaware General Corporation Law.

The Corporation hereby certifies as follows:

1. Name of Converting Corporation. The name of the Corporation immediately prior to the effectiveness of the filing of this Certificate of Conversion was "**Hallmark Licensing, Inc.**"
2. Date of Incorporation of Converting Corporation. The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on **December 14, 1993.**
3. Name and Jurisdiction of Converted Limited Liability Company. The name of the LLC to which the Corporation shall be converted is **Hallmark Licensing, LLC.** The Corporation shall convert to a Kansas limited liability company.
4. Approval of Conversion. The conversion of the Corporation has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
5. Service of Process. The Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the Corporation arising while it was a Delaware corporation. The Corporation irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding. The Secretary of State of the State of Delaware shall mail a copy of such process to the following address: General Counsel, Hallmark Licensing, Inc., Mail Drop 339, 2501 McGee Trafficway, Kansas City, MO 64108.
6. Effective Time. This Certificate of Conversion shall be effective on **December 31, 2011.**

[Signature page follows]

In Witness Whereof, the Corporation has caused this certificate to be executed by its duly authorized officer this 20 day of December 2011.

**HALLMARK LICENSING, INC.**

By:   
Name: Brian E. Gardner  
Title: Vice President

**KRIS W. KOBACH**  
Secretary of State



Memorial Hall, 1st Floor  
120 S.W. 10th Avenue  
Topeka, KS 66612-1594  
(785) 296-4564

## STATE OF KANSAS

December 22, 2011

LINDA MCBRIDE

RE: HALLMARK LICENSING, INC.

ID #: 456-828-3

To The Corporation

A certified copy of the amendment that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your corporation's identification number is at the top of this letter.

ch


**CVD**  
53-44

KANSAS SECRETARY OF STATE  
**Certificate of Conversion to a Kansas Entity**  
Foreign or Kansas Entity Converting into a Kansas Entity

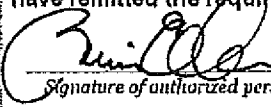
---

CONTACT: Kansas Office of the Secretary of State

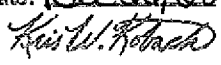
Memorial Hall, 1st Floor (785) 296-4564  
120 S.W. 10th Avenue kssos@sos.ks.gov  
Topeka, KS 66612-1594 www.sos.ks.gov

1448 01 053 044 \$240.00	1	FILED BY KS SOS 12-22-2011 10:49:38 AM FILE#: 4568283
 <b>03069045</b>		

**i** INSTRUCTIONS: All information must be completed or this document will not be accepted for filing.  
Please read instructions before completing.

<b>Converting Entity</b>	
1. Business entity ID number: <i>This is not the Federal Employer ID Number (FEIN)</i>	4568283
2. Entity name:	Hallmark Licensing, Inc.
3. Type of entity:	<input checked="" type="checkbox"/> For-Profit Corporation <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Not-for-Profit Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Limited Partnership
4. State or country of organization:	Delaware
<b>New Entity</b>	
5. Entity name:	Hallmark Licensing, LLC
6. Type of entity:	<input type="checkbox"/> For-Profit Corporation <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Not-for-Profit Corporation <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Limited Partnership
7. Effective date:	<input type="checkbox"/> Upon filing <input checked="" type="checkbox"/> Future effective date (cannot exceed 90 days from the file date)
December 31 2011 <small>Month Day Year</small>	
The formation document and fee for the converted entity are attached. This conversion is approved in accordance with K.S.A. 17-78-401 through 17-78-406 or by the laws of the appropriate foreign jurisdiction.	
I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct and that I have remitted the required fee.	
 Signature of authorized person of the converting entity <b>Brian E. Gardner</b> Name of signer, printed or typed	December 20, 2011 Date <b>Vice President</b> Title
<b>i</b> Instructions:	
<input type="checkbox"/> 1. Submit this form with the \$75 filing fee. Make checks payable to the Kansas Secretary of State. <input type="checkbox"/> 2. Include formation document for the new entity with the filing fee.	
NOTICE: There is a \$25 service fee for all checks returned by your financial institution.	



I hereby certify this to be a true and correct copy of the original on file.  
 Certified on this date: Dec 22, 2011  
 KRIS W. KOBACH  
 Secretary of State 

**DL**  
51-09

KANSAS SECRETARY OF STATE  
**Kansas Limited Liability Company  
Articles of Organization**

CONTACT: Kansas Office of the Secretary of State

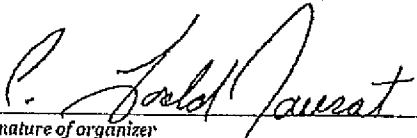
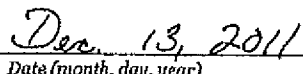
Memorial Hall, 1st Floor  
120 S.W. 10th Avenue  
Topeka, KS 66612-1594

(785) 296-4584  
kssos@sos.ks.gov  
www.sos.ks.gov

*Above space is for office use only.*



**INSTRUCTIONS:** All information must be completed or this document will not be accepted for filing.  
Please read instructions sheet before completing.

<b>1. Name of the limited liability company:</b>	Hallmark Licensing, LLC		
<b>2. Name of the resident agent and address of the registered office in Kansas:</b> <i>Address must be a street address A P.O. box is unacceptable</i>	The Corporation Company, Inc.		112 SW 7th Street Suite 3C
	<i>Name</i>	<i>Street Address</i>	
	Topeka	Kansas	66603
	<i>City</i>	<i>State</i>	<i>Zip</i>
<b>3. Mailing address:</b> <i>This address will be used to send official mail from the Secretary of State's office</i>	Tax Officer		P.O. Box 419479, MD 407
	<i>Attention Name</i>	<i>Address</i>	
	Kansas City	MO	64141
	<i>City</i>	<i>State</i>	<i>Zip</i> <i>Country</i>
<b>4. Tax closing month:</b>	December		
<b>5. Effective date:</b> <i>A future effective date must be within 90 days of filing date</i>	<input type="checkbox"/> Upon filing		
	<input checked="" type="checkbox"/> Future effective date	December	31
	<i>Month</i>	<i>Day</i>	<i>Year</i>
<b>6. I declare under penalty of perjury pursuant to the laws of the state of Kansas that the foregoing is true and correct, and I have remitted the required fee.</b>			
			
<i>Signature of organizer</i>		<i>Date (month, day, year)</i>	
C. Todd Navrat, Vice President			