

12-17-2002

ET

Attorney Docket  
No.: 6009-GP



102313623

To the Assistant Commissioner of Patents and Trademarks, Patent and Trademark Office, Washington, DC 20503, for documents or copy thereof.

1. Name of conveying party(ies):

Spencer Gifts, Inc.

12-9-02

2. Name and address of receiving party(ies):

Spencer Gifts LLC  
6826 BLACK HORSE PIKE  
EGG HARBOR TOWNSHIP, NJ 08234-4197  
(A DELAWARE CORPORATION)

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: Certificate of Conversion
- Merger
- Change of Name

Execution Date: April 29, 2002

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: &@

A. Patent Application No.(s):

B. Patent No.(s): 5,483,124; D390,807; 5,778,576; D426,667;  
D448,527; D438,666; D443,384; D450,151

Additional numbers attached?  Yes  No

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

Ronald L. Panitch  
AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.  
One Commerce Square - 2005 Market Street - Suite 2200  
Philadelphia, PA 19103  
Telephone: (215) 965-1200  
Direct Dial: (215) 965-1300  
Facsimile: (215) 965-1210  
E-Mail: rpanitch@akingump.com

6. Total number of applications and patents involved: [8]

7. Total fee (37 C.F.R. 3.41) Cal. 8 x \$40.00 = \$ 320.00

- Check enclosed
- Authorized to be charged to deposit account:

8. Deposit account number: 50-1017  
(Billing No.: 206009.5002)

DO NOT USE THIS SPACE

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Ronald L. Panitch  
Name of Person Signing

Signature

12/3/02  
Date

Total number of pages including cover sheet, attachments and document: [7]

04/29/2002 09:48 FAX 213 897 3702

MUNGER TOLLES &amp; OLSON #3

0002/006

**CERTIFICATE OF CONVERSION  
OF  
SPENCER GIFTS, INC.  
TO  
SPENCER GIFTS LLC**

This Certificate of Conversion to Limited Liability Company, dated as of April 29, 2002, has been duly executed and is being filed by Spencer Gifts, Inc., a Delaware corporation (the "Converting Corporation"), to convert the Converting Corporation to Spencer Gifts LLC (the "Resulting LLC") under the applicable provisions of the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

1. The Converting Corporation was first incorporated on September 9, 1971, by means of the filing of a certificate of incorporation with the Secretary of State of the State of Delaware on such date. The jurisdiction of the Converting Corporation at the time it was first incorporated was the State of Delaware. The jurisdiction of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.
2. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Spencer Gifts, Inc. The name under which the Converting Corporation was originally incorporated was Spencer Gifts Retail Stores, 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 this Certificate of Conversion, is Spencer Gifts 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.
5. The conversion of the Converting Corporation to the Resulting LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and of a certificate of formation of the Resulting LLC with the Secretary of State of the State of Delaware.

*[Remainder of page intentionally left blank.]*

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 04/29/2002  
020271261 - 0774970

04/29/2002 09:48 FAX 213 687 3702

MUNGER TOLLES & OLSON #3

003/006

*Signature Page to Certificate of Conversion to Limited Liability Company*

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to Limited Liability Company to be executed on this 29<sup>th</sup> day of April, 2002.

SPENCER GIFTS, INC. (the "Converting Corporation"), a Delaware corporation

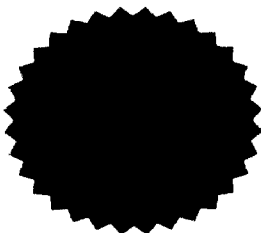
By:   
Name: Sharon Garcia  
Title: Corporate Secretary

# Delaware

PAGE 2

*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 FORMATION OF "SPENCER GIFTS LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2002, AT 1 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0774970 8100V

AUTHENTICATION: 2086988

020693997

DATE: 11-13-02

**PATENT**

**REEL: 13563 FRAME: 0699**

**CERTIFICATE OF FORMATION  
OF  
SPENCER GIFTS LLC**

The undersigned, an authorized person, for the purpose of forming a limited liability company under the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

1. The name of the limited liability company (hereinafter called the "Limited Liability Company") is Spencer Gifts LLC.

2. The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801.

*[Remainder of page intentionally left blank.]*

[813999.1]

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 04/29/2002  
020271261 - 0774970

*Signature Page to Certificate of Formation*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of SPENCER GIFTS LLC, this 29<sup>th</sup> day of April, 2002.

By:



Name: Sharon Garcia

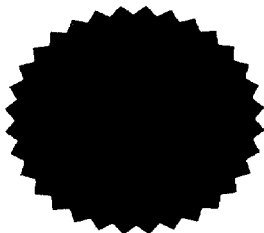
Title: Authorized Person

# 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 "SPENCER GIFTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SPENCER GIFTS, INC." TO "SPENCER GIFTS LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2002, AT 1 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0774970 8100V

AUTHENTICATION: 2086988

020693997

DATE: 11-13-02

RECORDED: 12/09/2002

PATENT  
REEL: 13563 FRAME: 0702