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	ORM COVER SHEET U.S. Patent and Trademark Office					
IME NO UNDI-UUZ/ (EXP. 0/30/2/2/)						
	Please record the attached original documents or copy thereof.  2. Name and address of receiving party(ies):					
Name of conveying party(ies):						
Equilink Licensing Corporation						
Individual(s) Association	Internal Address: Suite 400 Street Address: 2711 Centerville Road					
General Partnership Limited Partnership	1					
Scorporation-State Delaware						
_ <u>is</u> Other:	City: Wilmington State: Delaware Zip: 19808					
Yes	Individual(s) citizenship:					
Additional name(s) of conveying party(ies) attached?	Association:					
	General Partnership:					
3. Nature of Conveyance:	Limited Partnership:					
AssignmentMerger	Corporation-State:					
Security Agreement Change of Name	X Other. Limited Liability Company - Delaware					
X Other: Certificate of Conversion/Certificate of Formation	If assignee is not demiciled in the United States, a Yes					
Execution Date: November 20, 2003	(Designations must be a separate document from					
	assignment) Additional name(s) & address(es) attached?  Yes X No					
Application Number(s) or Registration Number(s):						
	B. Trademark Registration No.(s):					
A. Trademark Application No.(s):	681437					
	646056					
Additional numbers attached?	Yes X No					
<ol><li>Name and address of party to whom correspondent concerning document should be mailed:</li></ol>	Tegistidaena interiori					
Name Erin A. Dugan	7. Total fee (37 CFR 3.41) \$65.00					
Ropes & Gray LLP	Enclosed					
Internal Address: Atty, Dkt.: FPIB-124-003	X Authorized to be charged to Deposit Account					
Street Address: One International Place	Authorized to be charged to credit card (Form 2038 enclosed)					
	8. Deposit account number: 18-1945					
City: Boston State: MA Zip: 02110	(Attach duplicate copy of this page if paying by deposit account)					
1011)	SE THIS SPACE					
To the best of my knowledge and belief, the foregoing	g information is true and correct and any attached copy is a					
true copy of the original document.	12-19-03					
Alexander Manganiello  Name of Person Signing	Signature Date					
Name of Person Signing  Total number of pages including cover sheet, attachments, and document: 5						

## Delaware

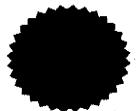
PAGE. 1

### 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 "EQUILINK LICENSING CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "EQUILINK LICENSING CORPORATION" TO "EQUILINK LICENSING, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2003, AT 11:20 O'CLOCK A.M.

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

31.4.74



Warriet Smith Hindson

AUTHENTICATION: 2762454

DATE: 11-20-03

2281538 8100V

030746858

TRADEMARK REEL: 002769 FRAME: 0052

State of Delaware Secretary of State Division of Corporations Delivered 12:04 PM 11/20/2003 FILED 11:20 AM 11/20/2003 SRV 030746858 - 2281538 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION
266 OF THE DELAWARE GENERAL
CORPORATION LAW.

1.) The name ( Equilink Li	of the con	poration imme Corporation	diately prior to	filing this	Certificate is
	•		··· .		Administration

- 2.) The date the Certificate of Incorporation was filed on is December 11, 1991
- 3.) The original name of the corporation as set forth in the Certificate of Incorporation is Equilink Licensing Corporation
- 4.)The name of the limited liability company as set forth in the formation is Equilink Licensing. LLC
- 5.) The conversion has been approved in accordance with the provisions of Section 266.

Authorized Officer

Name: Aron Schwartz

Print or Type Signature

# 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 "EQUILINK LICENSING, LLC" FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2003, AT 11:20 O'CLOCK A.M.

Darriet Smith Hindson

, III / / III - II

2281538 8100V

030746858

AUTHENTICATION: 2762454

DATE: 11-20-03

**TRADEMARK** 

REEL: 002769 FRAME: 0054

State of Delaware Secretary of State Division of Corporations Delivered 12:04 PM 11/20/2003 FILED 11:20 AM 11/20/2003 SRV 030746858 - 2281538 FILE

#### CERTIFICATE OF FORMATION

OF

### **EQUILINK LICENSING, LLC**

This Certificate of Equilink Licensing, LLC (the "LCC"), dated as of November 20, 2003, is being duly executed and filed by Aron Schwartz, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del C. §18-101, et seq).

FIRST. The name of the limited liability company formed hereby is Equilink Licensing, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

Name: Aron Schwartz
Authorized Person

TRADEMARK
REEL: 002769 FRAME: 0055

**RECORDED: 12/22/2003**