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05-15-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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RECORDATION FORM COVER SHEET
OPR/FINANCE TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name

Effective Date
Month Day Year

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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05-15-00 150.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(214) 969-2582

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3:41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)


Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Lee Ann Wheelis
Name of Person Signing


Signature

4-21-00
Date Signed



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

GATHERING OF DEVELOPERS I, LTD.

A Texas limited partnership
converting it to

GATHERING OF DEVELOPERS, INC.

A Texas corporation

have been received in this office and found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: December 27, 1999

Effective: December 27, 1999



Elton Bomer
Secretary of State
TRADEMARK

REEL: 002071 FRAME: 0465

ARTICLES OF CONVERSION

FILED
In the Office of the
Secretary of State of Texas
DEC 27 1999

Pursuant to the provisions of Section 2.15 of the Texas Revised Limited Partnership Act (the "Act"), the undersigned, Gathering of Developers I, Ltd., a ~~Texas limited partnership~~ ^{Corporation (Section)} (the "Partnership"), hereby certifies to and authorizes the filing with the Secretary of State of Texas the following Articles of Conversion:

ARTICLE ONE

The name of the converting entity is Gathering of Developers I, Ltd., a Texas limited partnership.

ARTICLE TWO

The Agreement and Plan of Conversion (the "Plan of Conversion"), set forth as Exhibit A attached hereto, was duly approved and adopted as of December 23, 1999.

ARTICLE THREE

The original Plan of Conversion has been executed and is on file at the principal place of business of the Partnership, which is the converting entity, located at 2700 Fairmount Street, Dallas, Texas, 75201. Additionally, an executed Plan of Conversion will be on file, from and after the effective date of the conversion at the principal place of business of Gathering of Developers, Inc., a Texas corporation (the "Company"), which is the converted entity, located at 2700 Fairmount Street, Dallas, Texas, 75201. A copy of the Plan of Conversion will be furnished by the Partnership prior to the conversion, or by the Company after the conversion, upon written request and without cost to any partner of the Partnership or any shareholder of the Company.

ARTICLE FOUR

The approval of the Plan of Conversion was duly authorized by all action required by the Act and by the Partnership's Agreement of Limited Partnership.

* * * * *

[Remainder of this page left intentionally blank.]

IN WITNESS WHEREOF, the Partnership has caused these Articles of Conversion to be executed as of the December __, 1999.

GATHERING OF DEVELOPERS I, LTD.

By: Gathering General Partner, Inc.,
as its general partner

By: *[Signature]*
Name: *Mike Wilcox*
Title: *CEO*

Exhibit A

Plan of Conversion

AGREEMENT AND PLAN OF CONVERSION
Converting
Gathering of Developers I, Ltd. (A Texas limited partnership)
Into
Gathering of Developers, Inc. (A Texas corporation)

This Agreement and Plan of Conversion (the "**Plan of Conversion**"), is executed as of this ___ day of December, 1999, by Gathering of Developers I, Ltd., a Texas limited partnership (sometimes referred to herein as the "**Partnership**"), for the purpose of converting the Partnership into Gathering of Developers, Inc., a Texas corporation (sometimes referred to herein as the "**Corporation**").

ARTICLE ONE

**AMENDMENT TO THE PARTNERSHIP'S AMENDED
AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP**

Immediately prior to the Effective Time (as defined in Article Two herein), the Partnership's Amended and Restated Agreement of Limited Partnership shall be amended to include the following additional provision:

"SECTION 1.8. *Mergers, Exchanges and Conversion.* Subject to Section 5.2(ix) of the, the Partnership may be a party to a merger or an exchange of the type described in article 2.11 of the Act and may be a party to a conversion of the type described in article 2.15 of the Act."

ARTICLE TWO

CONVERSION OF LIMITED PARTNERSHIP INTO CORPORATION

Gathering of Developers I, Ltd., will be converted into Gathering of Developers, Inc. in accordance with the laws of the State of Texas (the "**Conversion**"), with such Conversion to become effective on the date when the Articles of Conversion (the "**Articles of Conversion**") are filed with the Secretary of State of Texas (the "**Effective Time**"). Gathering of Developers I, Ltd. will continue its existence as Gathering of Developers, Inc., a corporation governed by and organized in accordance with the laws of the State of Texas.

ARTICLE THREE

ADOPTION OF PLAN OF CONVERSION

This Plan of Conversion and the performance of its terms were approved and adopted by the Partnership as of December ___, 1999, by all actions required under the Texas Revised Limited Partnership Act (the "TRLPA") and the Texas Business Corporation Act (the "TBCA"), as applicable, and the documents and agreements under which the Partnership was formed and/or is governed. The Articles of Conversion (which shall include a copy of this Plan of Conversion as an exhibit thereto) with respect to the Conversion shall be executed, filed and recorded in accordance with the TRLPA and TBCA as soon as practicable after the date hereof.

ARTICLE FOUR

CONVERSION OF LIMITED PARTNERSHIP INTERESTS

At the Effective Time, as a result of the Conversion, the Class A and Class B Limited Partnership Units owned by each Limited Partner of the Partnership and the General Partner Partnership Units owned by the General Partner of the Partnership shall be converted into, and each such partner shall become a shareholder of the Corporation and shall own, the number of shares of the Corporation's Class A Common Stock, \$.001 par value per share (the "Class A Common Stock"), or the number of shares of the Corporation's Class B Common Stock, \$.001 par value per share (the "Class B Common Stock"), as the case may be, as set forth opposite their respective name on Annex 1 attached hereto.

ARTICLE FIVE

ARTICLES OF INCORPORATION

Attached hereto as Annex II is a copy of the executed Articles of Incorporation of the Corporation.

* * * * *

[Remainder of this page left intentionally blank.]

IN WITNESS WHEREOF, Gathering of Developers I, Ltd., has caused this Plan of Conversion to be executed as of the ___ day of December, 1999.

GATHERING OF DEVELOPERS I, LTD.

By: Gathering General Partner, Inc.,
as its general partner

By: *[Signature]*
Name: Mark Wilson
Title: CEO

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RECEIVED TIME DEC. 23. 11:44AM

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