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



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

101412619

RECORDATION FORM COVER SHEET 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 Effective Date
Month Day Year

Change of Name

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

Mark if additional names of receiving parties

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

07/24/2000 ASCOTT 00000019 75738349

01 FC:481 40.00 OP

02 FC:482 150.00 OP

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REEL: 002107 FRAME: 0506

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

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)

<input type="text" value="75/738,349"/>	<input type="text" value="75/696,383"/>	<input type="text" value="75/696,384"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/724,865"/>	<input type="text" value="75/843,840"/>	<input type="text" value="75/724,864"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/734,105"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Marc A. Hubbard
Name of Person Signing


Signature

June 19, 2000
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

COOL PARTNERS, LLC
(a Texas limited liability company)

converting it to

COOL PARTNERS, 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 2, 1999

Effective: DECEMBER 2, 1999



Elton Bomer
Secretary of State
TRADEMARK

REEL: 002107 FRAME: 0508



The State of Texas

SECRETARY OF STATE CERTIFICATE OF INCORPORATION OF

COOL PARTNERS, INC.

FILE NUMBER : 01560235 - 00

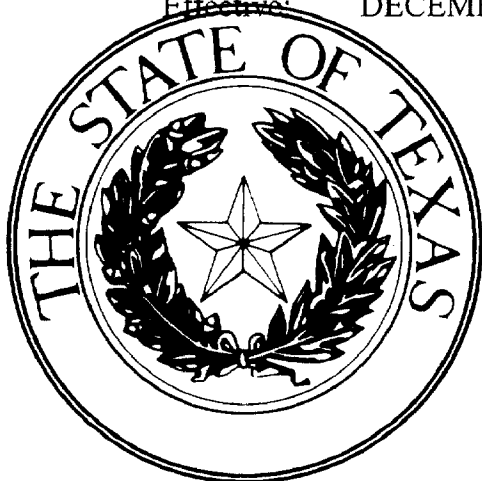
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Filed: DECEMBER 2, 1999

Effective: DECEMBER 2, 1999



Elton Bomer
Secretary of State
TRADEMARK

REEL: 002107 FRAME: 0509

FILED
in the Office of the
Secretary of State of Texas
DEC 02 1999
Corporations Section

ARTICLES OF CONVERSION
OF
COOL PARTNERS, LLC
INTO
COOL PARTNERS, INC.

Pursuant to the provisions of Section 10.09 of the Texas Limited Liability Company Act and Article 5.18 of the Texas Business Corporation Act, the undersigned sole manager of Cool Partners, LLC, a Texas limited liability company (the "LLC"), does hereby adopt the following Articles of Conversion for the purpose of effecting a conversion of the LLC into Cool Partners, Inc. a Texas corporation (the "Corporation"), in accordance with the provisions of Sections 10.08 and 10.09 of the Texas Limited Liability Company Act and Article 5.17 of the Texas Business Corporation Act.

ARTICLE I

The sole manager of the LLC does hereby set forth the following statement in accordance with Section 10.09 of the Texas Limited Liability Company Act, and Article 5.18 of the Texas Business Corporation Act, as it applies to these Articles of Conversion, and does hereby certify as follows:

- A. The name of the converting entity hereunder is Cool Partners, LLC, a limited liability company organized in accordance with the laws of the State of Texas;
- B. The Corporation is a corporation organized in accordance with the laws of the State of Texas;
- C. A Plan of Conversion dated October 18, 1999 has been duly approved by a majority-in-interest of the members of the LLC, in accordance with the provisions of Article 10.08 of the Texas Limited Liability Act, and Section 6.02 of the Regulations of the LLC;
- D. An executed Plan of Conversion is on file at the principal place of business of the LLC, located at 1212 E. Arapaho, Richardson, Texas 75081. In addition, an executed Plan of Conversion will be on file, from and after the conversion as set forth therein and in these Articles of Conversion, at the principal place of business of the Corporation, located at 1212 E. Arapaho, Richardson, Texas 75081; and
- E. A copy of such Plan of Conversion will be furnished without cost (prior to the conversion) by the LLC or (after the conversion) by the Corporation upon the written request of any member of the LLC or any shareholder of the Corporation.

ARTICLE II

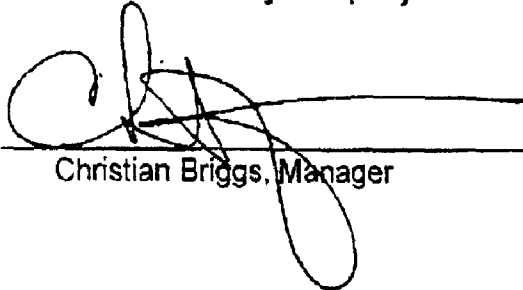
The Plan of Conversion and performance of its terms were duly authorized by all action required by the laws of the State of Texas and by the constituent documents of the LLC.

ARTICLE III

In accordance with Article 5.19 of the Texas Business Corporation Act, the conversion will become effective on the date on which these Articles of Conversion are filed with the Secretary of State of Texas.

IN WITNESS WHEREOF, the undersigned sole manager of the LLC has caused these Articles of Conversion to be executed as of the date first above written.

**COOL PARTNERS, LLC,
a Texas limited liability company**

By: 
Christian Briggs, Manager

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ARTICLES OF INCORPORATION

OF

COOL PARTNERS, INC.

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a corporation under the Texas Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation (the "*Corporation*") is Cool Partners, Inc.

ARTICLE II
DURATION

The period of its duration is perpetual.

ARTICLE III
PURPOSE

The purposes for which the Corporation is organized are to buy, sell, lease and deal in goods, services, personal property and real property of every nature and description, and to transact any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE IV
INCORPORATION PURSUANT TO CONVERSION

The Corporation is being incorporated pursuant to a Plan of Conversion that has been adopted in accordance with the provisions of Article 5.17 of the Texas Business Corporation Act and Article 10.08 of the Texas Limited Liability Company Act. Pursuant to 3.02 of the Texas Business Corporation Act, information regarding the converting entity is as follows:

- A. The name of the converting entity is Cool Partners, LLC;
- B. The address of the converting entity is 1212 E. Arapaho, Richardson, Texas 75081;
- C. The converting entity was formed among the members of the converting entity upon filing the Articles of Organization with the Texas Secretary of State on or about October 5, 1998; and
- D. The converting entity is a Texas limited liability company.

ARTICLE V
SHARES

A. Capitalization. The aggregate number of shares that the Corporation is authorized to issue is Two Hundred Twenty Million (220,000,000) shares, consisting of:

1. Two Hundred Million (200,000,000) shares of Common Stock having a par value of One Cent (\$.01) per share; and
2. Twenty Million (20,000,000) shares of Preferred Stock having a par value of One Cent (\$.01) per share.

B. Series of Shares Established by Board of Directors.

The Preferred Stock may be issued from time to time in one (1) or more series. The Board of Directors is hereby authorized, by filing a statement pursuant to Article 2.13 of the Texas Business Corporation Act, to fix or determine from time to time the designations, preferences, limitations and relative rights including voting rights of the shares of any series to the same extent that such designations, preferences, limitations, and relative rights could be stated if fully set forth in the articles of incorporation, but subject to and within the limitations set forth in the articles of incorporation. Such authority includes, without limitation, the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then issued. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status of authorized, but unissued shares of the class of shares from which such series was established that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

C. Common Stock.

1. Shares of Common Stock may be issued by the Corporation from time to time for such consideration as may lawfully be fixed by the Board of Directors.
2. The Common Stock shall be entitled to one (1) vote per share on all matters.
3. Subject to the prior rights and preferences of the Preferred Stock and subject to the provisions and conditions set forth in the foregoing Section B of this Article V, or in any resolution or resolutions providing for the issue of a series of Preferred Stock, and to the extent permitted by the laws of the State of Texas, the holders of Common Stock shall be entitled to receive such cash dividends as may be declared and made payable by the Board of Directors.
4. After payment shall have been made in full to the holders of any series of Preferred Stock having preferred liquidation rights, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the remaining assets and funds of the Corporation shall be distributed among the holders of the Common Stock according to their respective shares.

ARTICLE VI
DENIAL OF PREEMPTIVE RIGHTS

No holder of any shares of any class of stock of the Corporation shall, solely as a result of being such holder, have any preemptive or preferential right to receive, purchase or subscribe to (a) any unissued or treasury shares of any class of stock (whether now or hereafter authorized) of the Corporation, (b) any obligations or evidences of indebtedness or other securities of the Corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase or subscribe to any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any thereof, or (d) any other securities that may be issued or sold by the Corporation other than such (if any) as the Board of Directors of the Corporation, in its sole and absolute discretion, may determine from time to time. Notwithstanding the above, the Corporation may by contract grant preemptive rights from time to time.

ARTICLE VII
ACTION WITHOUT A MEETING

Any action required by the Texas Business Corporation Act to be taken at any annual or special meeting of shareholders, or any action that may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE VIII
NONCUMULATIVE VOTING

Directors shall be elected by majority vote. No shareholder of the Corporation shall have the right to cumulate his votes.

ARTICLE IX
COMMENCEMENT OF BUSINESS

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done, or property actually received.

ARTICLE X
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1212 E. Arapaho, Richardson, Texas 75081, and the name of its initial registered agent at such address is Christian Briggs.

ARTICLE XI
INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is three (3), and the name and address of each person who is to serve as director until the first annual meeting of the shareholders or until such person's successor is elected and qualified are:

Christian Briggs	1212 E. Arapaho Richardson, Texas 75081
Grant B. Wynn	1212 E. Arapaho Richardson, Texas 75081
Bill Carroll	1212 E. Arapaho Richardson, Texas 75081

ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The directors and officers of the Corporation shall be indemnified by the Corporation in a manner and to the maximum extent permitted by applicable state or federal law as in effect from time to time.

ARTICLE XIII
LIMITATION OF DIRECTORS' LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article shall not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for:

- A. a breach of the director's duty of loyalty to the Corporation or its shareholders;
- B. an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- C. a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- D. an act or omission for which the liability of a director is expressly provided by an applicable statute.

ARTICLE XIV
LIMITATION OF SHAREHOLDERS' LIABILITY

A holder of shares, an owner of any beneficial interest in the shares, or a subscriber for shares whose subscription has been accepted shall be under no obligation to the Corporation or to its obligees with respect to:

A. such shares other than the obligation to pay the Corporation the full amount of the consideration fixed in compliance with Article 2.15 of the Texas Business Corporation Act, for which such shares were or are to be issued;

B. any contractual obligation of the Corporation on the basis of actual or constructive fraud, or a sham to perpetrate a fraud, unless the obligee demonstrates that the holder, owner, or subscriber caused the Corporation to be used for the purpose of perpetrating, and did perpetrate, an actual fraud on the obligee primarily for the direct personal benefit of the holder, owner, or subscriber; or

C. any contractual obligation of the Corporation on the basis of the failure of the Corporation to observe any corporate formality, including, without limitation:

1. the failure to comply with any requirement of the Texas Business Corporation Act or the Articles of Incorporation or Bylaws of the Corporation;

2. the failure to observe any requirement prescribed by the Texas Business Corporation Act or by the Articles of Incorporation or Bylaws for acts to be taken by the Corporation, its Board of Directors, or shareholders.

ARTICLE XV VOTING REQUIREMENTS

Unless otherwise stated in these Articles of Incorporation, any amendment hereto, or any statement filed pursuant to Article 2.13 of the Texas Business Corporation Act, (a) with respect to any matter for which the affirmative vote of the holders of a specified portion of the shares entitled to vote is required by the Texas Business Corporation Act, the act of the shareholders on that matter shall be the affirmative vote of the holders of a majority of the shares entitled to vote on that matter, rather than the affirmative vote otherwise required by the Texas Business Corporation Act and (b) with respect to any matter for which the affirmative vote of the holders of a specified portion of the shares of any class is required by the Texas Business Corporation Act, the act of the holders of shares of that class on that matter shall be the affirmative vote of the holders of a majority of shares of that class, rather than the affirmative vote of the holders of shares of that class otherwise required by the Texas Business Corporation Act.

ARTICLE XVI ANTI-TAKEOVER STATUTE

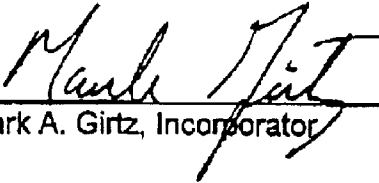
The Corporation hereby expressly elects to not be governed by Part Thirteen (the Business Combination Law) of the Texas Business Corporation Act.

ARTICLE XVII INCORPORATOR

The name and address of the incorporator are:

Mark A. Girtz, Esq.
1445 Ross Avenue, Suite 4000
Dallas, Texas 75202-2790

IN WITNESS WHEREOF, I have hereunto set my hand this the 18 day of October, 1999.



Mark A. Girtz, Incorporator

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