

08-08-2000

FORM PTO-1594
1-31-92

REC
TI



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

7.17.00

101425984

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 TEXAS SADDLEBAGS, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Texas
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: TEXAS SADDLEBAGS INDUSTRIES, LTD.

Internal Address: _____

Street Address: 3600 R. Rando1 Mill Road

City: Arlington State Texas ZIP: 76011

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 27, 1999

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

A. Trademark Application No.(s)
 75/842,681 75/843,428
 75/843,426 75/853,197
 75/843,427 75/033,145

B. Trademark registration No.(s)
 1,730,932
 2,019,567
 2,121,446

Additional numbers attached? Yes No

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

Name: DANIEL RUBIN

Internal Address: THE WHITE HOUSE ON TURTLE CREEK

Street Address: 2401 Turtle Creek Blvd.

City: Dallas State: TX ZIP: 75219

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41): \$ 360.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

08/08/2000 KTHA11 00000001 75842681
 40.00 DP
 200.00 DP

96587
 00009658
 08/08/2000 KTHA11
 CHECK Required Total: \$100.00

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.

DANIEL RUBIN
 Name of Person Signing

Daniel Rubin
 Signature

July 14, 2000
 Date

Total number of pages (including cover sheet): 1

CERTIFICATE OF MAILING
I HEREBY CERTIFY THAT THIS CORRESPONDENCE
IS BEING DEPOSITED WITH THE UNITED STATES
POSTAL SERVICE AS FIRST CLASS MAIL, IN AN
ENVELOPE ADDRESSED TO: COMMISSIONER OF
PATENTS AND TRADEMARKS, WASHINGTON, D.C.
20231 ON 7/14/00
BY: D. Rubin
DATE 7/14/00

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Box Assignment
Commissioner of Patents and Trademarks
Washington, D.C. 20231

CHANGE OF NAME

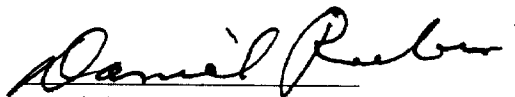
Sir:

Kindly record the enclosed name change from Texas Saddlebags, Inc. to Texas Saddlebags Industries LTD.

The transmittal form and recording fee of \$360.00 are enclosed.

Respectfully Submitted,

Date: July 14, 2000



Daniel Rubin
Attorney for Applicant
Registration No. 19,834

Daniel Rubin
The White House On Turtle Creek
2401 Turtle Creek Blvd
Dallas, Texas 75219-4760
(214)528-1881

ARTICLES OF CONVERSION

OF

TEXAS SADDLEBAGS, INC.

Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act, the undersigned Corporation adopts the following Articles of Conversion for the purpose of converting into a Texas Limited Partnership.

ARTICLE 1

The Plan and Agreement of Conversion is set forth in Exhibit "A" which is attached hereto and hereby incorporated herein.

ARTICLE 2

TEXAS SADDLEBAGS, INC., a Texas corporation hereby states the following: i) the Plan and Agreement of Conversion set forth herein ("Plan") has been approved by the shareholders and directors; ii) an executed copy of the Plan is on file at the principal place of business of TEXAS SADDLEBAGS, INC. located at 3600 East Randol Mill Road, Arlington, Texas 76011; iii) following the conversion, an executed copy of the Plan will be on file at the principal place of business of TEXAS SADDLEBAGS, INDUSTRIES, LTD., located at 3600 East Randol Mill Road, Arlington, Texas 76011; iv) a copy of the Plan will be furnished on written request and without cost to any shareholder of TEXAS SADDLEBAGS, INC. ("Converting Entity") prior to the conversion, or partner of TEXAS SADDLEBAGS INDUSTRIES, LTD. ("Converted Entity") after the conversion.

ARTICLE 3

The Plan and Agreement of Conversion and performance of its terms was duly authorized and approved by the shareholders and directors of the undersigned corporation in the manner prescribed by Article 5.17, and by all actions required under the laws of the State of Texas and by its constituent documents.

ARTICLE 4

There are 50 shares of common voting stock at a par value of \$-0-, issued and outstanding and entitled to vote on the Plan and Agreement. No shareholders of the Corporation are entitled to vote as a class. After discussion and upon motion duly made, the owners of the 50 shares of the Corporation voted to approve the Plan. No shareholders voted against the Plan.

ARTICLE 5

The Converted Entity agrees to be liable for all fees and franchise taxes that remain unpaid by the Converting Entity, if any.

Effective Date: January 1, 2000.

TEXAS SADDLEBAGS, INC.

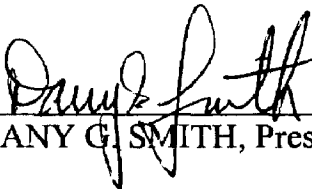
By: 
DANY G. SMITH, President

Exhibit "A"

PLAN AND AGREEMENT OF CONVERSION OF TEXAS SADDLEBAGS, INC.

ARTICLE I

PLAN OF CONVERSION

The following plan of conversion of TEXAS SADDLEBAGS, INC. ("Converting Entity"), pursuant to the provisions of Article 5.17 et seq. of the Texas Business Corporation Act is adopted as follows:

1. The name of the Converted Entity shall be TEXAS SADDLEBAGS INDUSTRIES, LTD. ("Converted Entity").
2. The Converting Entity is continuing its existence in the organizational form of the Converted Entity.
3. The Converted Entity is to be organized as a Texas Limited Partnership pursuant to the Texas Revised Limited Partnership Act.
4. The interest of the shareholders holding stock of the Converting Entity shall be converted into general and limited partnership interests of the Converted Entity in accordance to the schedule at Exhibit "A."
5. Attached hereto as Exhibit "B" is the form of the Certificate of Limited Partnership of the Converted Entity.
6. Pursuant to Article 5.18 of the Texas Business Corporation Act, the Converted Entity shall be responsible for any payment of all fees and franchise taxes due, if any by the Converting Entity.

ARTICLE II

PARTNERS

The present Officers of the Converting Entity shall continue to serve in a same or similar capacity with the Converted Entity until the next meeting or until such time as their successors have been elected and qualified.

ARTICLE III

TERMINATION

This Agreement may be terminated and the conversion herein provided for may be abandoned at any time prior to the effective date of the conversion by mutual consent of the Directors of the Converting Entity.

ARTICLE IV

INTERPRETATION AND ENFORCEMENT

Entire Agreement; Counterparts

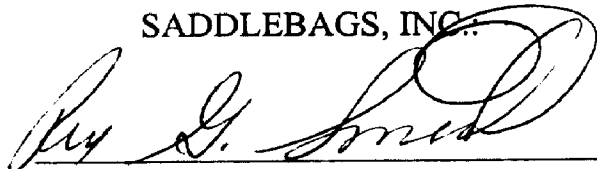
This instrument and the exhibits hereto contain the entire agreement between the parties with respect to the transaction contemplated hereby. It may be executed in any number of counterparts, each of which shall be deemed an original, but such counterparts together constitute only one and the same instrument.

Controlling Law


The validity, interpretation and performance of this Agreement shall be controlled by and construed under the laws of the State of Texas, the state in which this Agreement is being executed.

DATE EFFECTIVE: January 1, 2000.

SHAREHOLDERS OF TEXAS
SADDLEBAGS, INC.

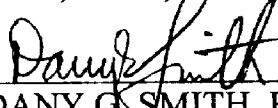


REX G. SMITH



BETTY G. SMITH

TXSI, L.L.C., a Texas limited liability company

By: 

DANY G. SMITH, President

Exhibit "B"

CERTIFICATE OF LIMITED PARTNERSHIP

We, the undersigned, desiring to convert to and form a Limited Partnership pursuant to a Plan of Conversion prepared according to the provisions of the Texas Revised Limited Partnership Act, and the relevant conversion provisions of the Texas Business Corporation Act, do certify as follows:

1. This limited partnership is being organized pursuant to a Plan of Conversion pursuant to the provision of Article 5.17 of the Texas Business Corporation Act.
2. The name of the converting entity is TEXAS SADDLEBAGS, INC., filing number 01137997 ("Converting Entity").
3. The name of the converted entity, a Texas limited partnership, is TEXAS SADDLEBAGS INDUSTRIES, LTD. ("Converted Entity").
4. The Converting Entity is a Texas corporation formed January 5, 1990, with the Secretary of the State of Texas.
5. The address of the registered office of the Converting Entity is 3600 E. Randol Mill Road, Arlington, Texas 76011. The name of the registered agent at such address is REX G. SMITH.
6. The address of the registered office of the Converted Entity is 3600 E. Randol Mill Road, Arlington, Texas 76011. The name of the registered agent at such address is DANY G. SMITH.
7. The address of the principal office of the Converted Entity where records are to be kept or made available is 3600 E. Randol Mill Road, Arlington, Texas 76011.
8. The name and address of the General Partner of TEXAS SADDLEBAGS INDUSTRIES, LTD., the Converted Entity, is as follows:

TXSI, L.L.C.
3600 E. Randol Mill Road
Arlington, Texas 76011
9. Pursuant to Article 5.18 of the Texas Business Corporation Act, the Converted Entity shall be responsible for any payment of all fees and franchise taxes due, if any, by the Converting Entity.

EXECUTED this 27th day of December, 1999.

GENERAL PARTNER:

TXSI, L.L.C., a Texas
limited liability company

By: 
DANY G. SMITH, President