

RE

08-30-2000

ET

8.7.00



To the Honorable Commissioner o

101446441

iginal documents or copy thereof.

1. Name of conveying party(ies):
 CMG@Ventures, L.P.

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Conversion

Execution Date: December 18, 1997

2. Name and address of receiving party(ies):
 Name: CMG@Ventures I, LLC
 Internal Address:
 Street Address: 100 Brickstone Square
 City: Andover State: MA ZIP: 01810

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation State
 Other limited liability company

If assignee is not domiciled in the United States a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
 2,118,677

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Tracy Rollins
 Internal Address:
 Street Address:
 Palmer & Dodge LLP
 One Beacon Street
 Boston, MA 02108
 City: State: ZIP:

6 Total number of applications and registrations involved: 1

7 Total fee (37 CFR 3.41) \$ 40.
 Enclosed
 Authorized to be charged to deposit account

8 Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

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.

Name of Person Signing Tracy Rollins Signature *Tracy Rollins* Date 8/2/00

08/30/2000 JSHBRZZ 00000035 2118677 Total number of pages comprising cover sheet attachments and document.

01-FC-481 40.00 DP

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 LIMITED PARTNERSHIP TO A DELAWARE LIMITED LIABILITY COMPANY OF "CMG @ VENTURES, L.P.", CHANGING ITS NAME FROM "CMG @ VENTURES, L.P." TO "CMG @ VENTURES I, LLC" FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 1998, AT 5 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2499245 8100V

981043434

AUTHENTICATION: 8900611

DATE: 02-03-98

SENT BY: P+D 4

12-3-99 10:05 PALMER & DODGE LLP-

002 674 8340:# 3

**CERTIFICATE OF CONVERSION
OF
CMG@VENTURES, L.P.
FROM A LIMITED PARTNERSHIP
TO A LIMITED LIABILITY COMPANY**

Pursuant to Section 18-214 of the
Delaware Limited Liability Company Act

The undersigned, being authorized to execute and file this Certificate of Conversion to Limited Liability Company, hereby certifies that:

FIRST: The Limited Partnership was formed under the Delaware Revised Uniform Limited Partnership Act on April 13, 1995 and is a limited partnership under the laws of the State of Delaware immediately prior to the filing of this Certificate of Conversion to a Limited Liability Company.

SECOND: The name of the Limited Partnership, immediately prior to the filing of this Certificate of Conversion to a Limited Liability Company, is CMG@VENTURES, L.P.

THIRD: The name of the Limited Liability Company, as set forth in its Certificate of Formation submitted for filing herewith, is CMG@VENTURES I, LLC.

FOURTH: The Limited Partnership is hereby converted into the Limited Liability Company effective upon the filing of both (i) the Certificate of Formation of CMG@VENTURES I, LLC and (ii) this Certificate of Conversion to Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of this 18 day of December, 1997.

CMG@VENTURES, L.P.
By its Managing General Partner:

CMG@VENTURES, INC.

By: 
David S. Wetherell
President

http://www.dmv.state.de.us

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 02/03/1998
981049434 - 2499245

TRADEMARK 01/00000001-Jul-00 02:37P