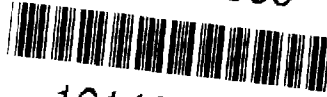


09-19-2000



101462278

*Handwritten:* 4.1.00

### 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
- Change of Name
- Other

Effective Date  
Month Day Year

#### 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 receiving 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  Corporation  Association
- 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.)

Citizenship/State of Incorporation/Organization

09/18/2000 DNGUYEN 00000601 75791920

FOR OFFICE USE ONLY

01 FC:481 40.00 DP  
02 FC:482 175.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002140 FRAME: 0382

**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 (512) 418-3000

Name

Randolph B. Houston, Jr. Esq.

Address (line 1)

Fulbright & Jaworski LLP

Address (line 2)

600 Congress Avenue

Address (line 3)

Suite 2400

Address (line 4)

Austin, Texas 78701

**Pages**

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

# 5

**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)**

75791920

75792114

75835769

2355419

75806728

75802497

75732269

75801071

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

215.00

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:

#

50-1212

Authorization to charge additional fees:

Yes

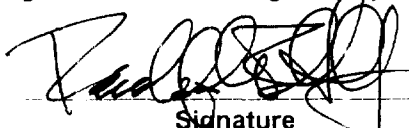
No

**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.

RANDOLPH B. HOUSTON, JR.

Name of Person Signing



Signature

8/29/00

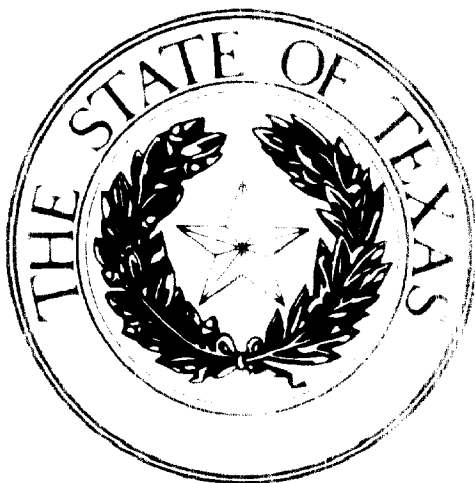
Date Signed



# The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the Articles of Conversion filed in this office converting **ACADEMY CORP.**, a **TEXAS** corporation, into **ACADEMY, LTD.**, a **TEXAS** limited partnership, for which a Certificate of Conversion was issued on **DECEMBER 30, 1999**.



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on July 19, 2000.*



*Elton Bomer* BLM

Elton Bomer  
Secretary of State

TRADEMARK

REEL: 002140 FRAME: 0384

**ARTICLES OF CONVERSION  
OF  
ACADEMY CORP.  
INTO  
ACADEMY, LTD.**

DEC 30 1999

Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act and Section 2.15 of the Texas Revised Limited Partnership Act, the undersigned converting entity certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Revised Limited Partnership Act.

1. A Plan of Conversion was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the conversion of Academy Corp., a corporation incorporated under the Texas Business Corporation Act into Academy, Ltd., a Texas limited partnership.

2. An executed Plan of Conversion is on file at the principal place of business of the converting entity, Academy Corp., which is 1800 North Mason Road, Katy, Texas 77449. An executed Plan of Conversion will be on file from and after the conversion at the principal place of business of the converted entity, Academy, Ltd., which is 1800 North Mason Road, Katy, Texas 77449.

3. A copy of the Plan of Conversion will be furnished by the converting entity, Academy Corp., (prior to the conversion), or the converted entity, Academy, Ltd (after the conversion), on the request and without cost to any shareholder of the converting entity or any partner of the converted entity.

4. The converting entity, Academy Corp., has 1,000,000 shares outstanding of common stock.

5. The holders of all of the shares outstanding and entitled to vote (1,000,000 shares of common stock) on the Plan of Conversion have signed a consent in writing pursuant to Article 9.10 of the Texas Business Corporation Act adopting the Plan Conversion and any written notice required by Article 9.10 has been given.

6. Two copies of the certificate of limited partnership of Academy, Ltd. which is to be created pursuant to the Plan of Conversion are being filed with the Secretary of State with these Articles of Conversion.

7. The converted entity, Academy, Ltd., hereby assumes and will be liable for payment of all liabilities, fees and franchise taxes of the converting entity, Academy Corp.

8. The conversion will become effective at 11:59 p.m. on February 29, 2000 in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act and Section 2.12 of the Texas Revised Limited Partnership Act.

Executed this 30<sup>th</sup> day of December, 1999.

**ACADEMY CORP.**

By:   
**David E. Gochman, President**

**CERTIFICATE OF LIMITED PARTNERSHIP**

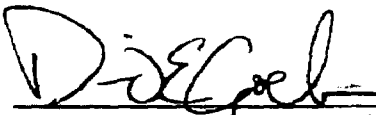
- 1. **Name of Partnership:** Academy, Ltd.
- 2. **Address of Principal Office:** 1800 North Mason Road  
Katy, Texas 77449
- 3. **Name and Address of Registered Agent:** David E. Gochman  
1800 North Mason Road  
Katy, Texas 77449
- 4. **Address of Registered Office:** 1800 North Mason Road  
Katy, Texas 77449
- 5. **General Partner:**
  - Name:** Academy Managing Co., L.L.C.  
a Texas limited liability company
  - Mailing and Street Address:** 1800 North Mason Road  
Katy, Texas 77449

6. **Conversion:** The Partnership is being created pursuant to a Plan of Conversion adopted by Academy Corp., a Texas corporation. Academy Corp. was incorporated under the laws of the State of Texas under the name Sell, Inc. on September 3, 1970. The address of Academy Corp., the converting entity, is 1800 North Mason Road, Katy, Texas 77449, and its prior form of organization was that of a corporation.

7. **Effective Time:** This certificate of limited partnership will become effective at 11:59 p.m. on February 29, 2000 in accordance with Section 2.12 of the Texas Revised Limited Partnership Act.

EXECUTED this 30<sup>th</sup> day of December, 1999.

**GENERAL PARTNER:  
ACADEMY MANAGING CO., L.L.C.**

By:   
**David E. Gochman, a Manager**

**CERTIFICATE OF LIMITED PARTNERSHIP**

- 1. **Name of Partnership:** Academy, Ltd.
- 2. **Address of Principal Office:** 1800 North Mason Road  
Katy, Texas 77449
- 3. **Name and Address of Registered Agent:** David E. Gochman  
1800 North Mason Road  
Katy, Texas 77449
- 4. **Address of Registered Office:** 1800 North Mason Road  
Katy, Texas 77449
- 5. **General Partner:**  
**Name:** Academy Managing Co., L.L.C.  
a Texas limited liability company  
**Mailing and Street Address:** 1800 North Mason Road  
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7. **Effective Time:** This certificate of limited partnership will become effective at 11:59 p.m. on February 29, 2000 in accordance with Section 2.12 of the Texas Revised Limited Partnership Act.

EXECUTED this 30<sup>th</sup> day of December, 1999.

**GENERAL PARTNER:**

**ACADEMY MANAGING CO., L.L.C.**

By:   
**David E. Gochman, a Manager**