

11-17-2000



101520128

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 11-9-00
- 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
5/8/00
- 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 Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 20 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.
Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Lanning G. Bryer

Address (line 1) Ladas and Parry

Address (line 2) 26 West 61st Street

Address (line 3) New York, New York 10023

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 708-1870

Name Lanning G. Bryer

Address (line 1) Ladas and Parry

Address (line 2) 26 West 61st Street

Address (line 3) New York, New York 10023

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)

75/341996

1728389 1868777 1924241
2176451 2212233 2252600

Number of Properties

Enter the total number of properties involved. # 7

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 190.00

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: # 12-0425

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.

Lanning G. Bryer
Name of Person Signing

[Signature]
Signature

11/7/00
Date Signed

Office of the Secretary of State

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 TEXAS CORPORATION UNDER THE NAME OF "TIAS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TIAS, INC." TO "TIA'S, LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2000, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3224546 8
001401763

0614887
AUTHENTICATION:
DATE: 08-11-00

TRADEMARK
REEL: 002177 FRAME: 0438

S /// STATE OF DELAWARE /// V
T /// SECRETARY OF STATE /// O
A DIVISION OF CORPORATIONS /// I
M FILED 10/08/AM 05/08/2000 / D
P /// 001231956 / 3224546 ///
BY Pauline L. Fry

CERTIFICATE OF CONVERSION

OF

TIAS, INC., A TEXAS CORPORATION

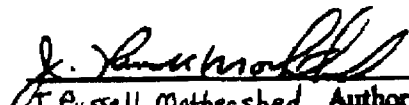
TO

TIA'S, LLC, A DELAWARE LIMITED LIABILITY COMPANY

The undersigned, an authorized natural person, for the purpose of converting Tias, Inc., a corporation organized under the laws of the State of Texas, to Tia's, LLC, a limited liability company organized under the laws of the State of Delaware, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6, Section 18-214 of the Delaware Limited Liability Company Act and the acts amendatory thereof and supplemental thereto) hereby certifies that:

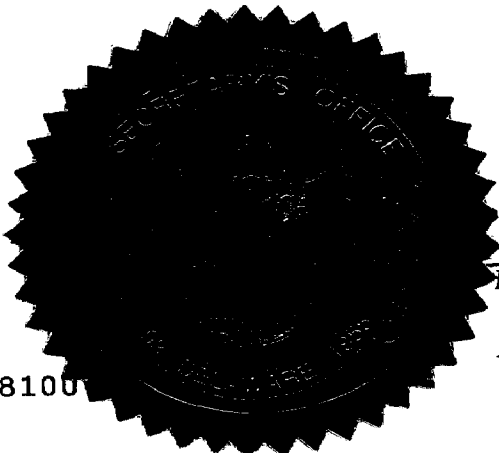
- FIRST:** Tias, Inc., the converting entity, was organized and formed on March 18, 1987, in the State of Texas. The jurisdiction of such corporation has not changed.
- SECOND:** The name of the converting entity continues to be Tias, Inc. and was Tias, Inc. immediately prior to the filing of the Certificate of Conversion.
- THIRD:** The name of the limited liability company to be the converted entity is Tia's, LLC.
- FOURTH:** This conversion to a limited liability company shall be effective as of May 8, 2000.

Executed as of the 8th day of May, 2000.


J. Russell Mothershead, Authorized Person

State of Delaware
Office of the Secretary of State PAGE 2

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 FORMATION OF "TIA'S, LLC" FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2000, AT 10 O'CLOCK A.M.



A handwritten signature in black ink, appearing to read "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3224546 8100

001401763

AUTHENTICATION:

0614887

DATE:

08-11-00

TRADEMARK

REEL: 002177 FRAME: 0440

S /// STATE OF DELAWARE /// V
T /// SECRETARY OF STATE /// O
A DIVISION OF CORPORATIONS /// I
M FILED 10:00 AM 05/08/2000 /// D
P /// 001231956 / 3224546 ///
BY Paulina L. Fry

CERTIFICATE OF FORMATION

OF

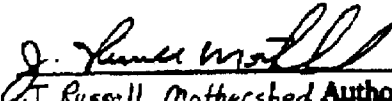
TIA'S, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6, Section 18-201 of the Delaware Limited Liability Company Act and the acts amendatory thereof and supplemental thereto) hereby certifies that:

FIRST: The name of the limited liability company is Tia's, LLC (hereinafter referred to as the "Limited Liability Company").

SECOND: The address of the registered office and the name and address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

Executed as of the 8th day of May, 2000.


J. Russell Matthes Authorized Person

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