

01-29-2001

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FORM PTO-1594

101597704

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
25794/03905

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

1.11.07

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

<p>1. Name of conveying party(ies): CPR Prompt, L.L.C.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Delaware Limited Liability Company</u></p> <p>Additional names of conveying party(ies) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p> <hr/> <p>3. Nature of Conveyance</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>June 19, 2000</u></p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Compliant Corporation</u></p> <p>Internal Address:</p> <p>Street Address: <u>27070 Miles Road</u> City <u>Solon</u> State <u>Ohio</u> Zip <u>44139</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>
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<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No(s). <u>75/900,937</u></p>	<p>B. Trademark Registration No(s). : 2,397,492 : 2,074,376 : 1,398,334</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Jeanne E. Longmuir Calfee, Halter & Griswold LLP 800 Superior Avenue, Suite 1400 Cleveland, Ohio 44114-2688</p> <hr/> <p style="text-align: center;">CERTIFICATE OF MAILING</p> <p>Date: <u>January 9, 2001</u> I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to: Assistant Commissioner for Trademarks, Box Assignments, 2900 Crystal Drive, Arlington, VA 22202-3513</p> <p><u>Joyce Ford</u> Signature</p>	<p>6. Total number of applications and registrations involved: <u>4</u></p> <p>7. Total fee (37 CFR 3.41): \$ <u>115.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Total Fee Due <input checked="" type="checkbox"/> Any deficiencies</p> <p>8. Deposit account number: <u>03-0172</u></p> <p><input checked="" type="checkbox"/> The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees. (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

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.

James A. Balazs James Ford
Name of Person Signing Signature

Date: 1/9/01

Total number of pages comprising transmittal: 5

01/26/2001 6TON11 00000150 75900937
01 FC:481 {3905ASG.DOC;1} 40.00 DP
02 FC:482 75.00 DP

TRADEMARK
REEL: 002222 FRAME: 0206

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 LIABILITY COMPANY UNDER THE NAME OF "CPR PROMPT, L.L.C." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "CPR PROMPT, L.L.C." TO "COMPLIANT CORPORATION", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JUNE, A.D. 2000, AT 11 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0508365

DATE: 06-20-00

TRADEMARK
REEL: 002222 FRAME: 0207

Certificate of Conversion to Corporation
of
CPR Prompt, L.L.C.
to
Compliant Corporation

This Certificate of Conversion to Corporation, dated as of June 19, 2000, has been duly executed and is being filed by CPR Prompt, L.L.C., a Delaware limited liability company (the "Other Entity"), to convert the Other Entity to Compliant Corporation, a Delaware corporation (the "Corporation"), under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et. seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et. seq.).

1. The Other Entity was first formed on November 13, 1997.
2. The name of the Other Entity immediately prior to filing this Certificate of Conversion to Corporation is CPR Prompt, L.L.C.
3. The name of the Corporation as set forth in its Certificate of Incorporation is Compliant Corporation.
4. The Other Entity is a limited liability company under the laws of the State of Delaware.
5. The conversion of the Other Entity to the Corporation shall be effective upon the filing of this Certificate of Conversion to Corporation and a certificate of incorporation with the Secretary of State of the State of Delaware.
6. The manner in which the Units of the Other Entity outstanding pursuant to the Second Amended and Restated Limited Liability Company Agreement of the Other Entity, as amended (the "LLC Agreement"), shall be converted into shares of Common Stock and Preferred Stock of the Corporation effective upon filing of its Certificate of Incorporation, as well as the manner in which options and warrants to purchase Units of the Other Entity and certain other rights to receive Units of the Other Entity shall be treated, shall be as set forth below. Terms not otherwise defined below shall have the meanings given them in the LLC Agreement. A copy of the LLC Agreement will be furnished by the Corporation, on request and without cost, to any person or entity that was a holder of Units of the Other Entity immediately prior to the filing of this Certificate of Conversion to Corporation.

- (a) Conversion of Member Units Having Subordinated Capital Contribution. Each Unit representing the interest of a Member in the Other Entity having a Subordinated Capital Contribution is hereby converted into one share of Voting Common Stock of the Corporation.
- (b) Conversion of Member Units Having Preferred Capital Contribution. Each Unit representing the interest of a Member in the Other Entity having a Preferred Capital Contribution of \$3.75 per Unit is hereby converted into one share of Series A1 Convertible Preferred Stock of the Corporation, except for 100,000 Units held by Chase Venture Capital Associates, LLC, which are each hereby converted into one share of Series A3 Convertible Preferred Stock of the Corporation. Each Unit representing the interest of a Member in the Other Entity having a Preferred Capital Contribution of \$4.00 per Unit is hereby converted into one share of Series A2 Convertible Preferred Stock of the Corporation.
- (c) Conversion of Member Units Having Series A Prior Preferred Capital Contribution. Each Unit representing the interest of a Member in the Other Entity having a Series A Prior Preferred Capital Contribution is hereby converted into one share of Series B1 Convertible Preferred Stock of the Corporation, except for those Units held by Chase Venture Capital Associates, LLC, which are each hereby converted into one share of Series B2 Convertible Preferred Stock of the Corporation.
- (d) Conversion of Economic Interest Owner Units. Each Unit representing the interest of an Economic Interest Owner in the Other Entity having a Preferred Capital Contribution of \$3.75 per Unit is hereby converted into one share of Series A3 Convertible Preferred Stock of the Corporation. Each Unit representing the interest of an Economic Interest Owner in the Other Entity having a Preferred Capital Contribution of \$4.00 per Unit is hereby converted into one share of Series A4 Convertible Preferred Stock of the Corporation.
- (e) Conversion of Options. Each outstanding option to purchase Units in the Other Entity shall be converted into an option to purchase one (1) share of Series A2 Convertible Preferred Stock of the Corporation for each one (1) Unit in the Other Entity with respect to which such option was exercisable.

- (f) Conversion of Warrants. Each outstanding warrant to purchase Units in the Other Entity shall be converted into a warrant to purchase one (1) share of Series A1 Convertible Preferred Stock of the Corporation for each one (1) Unit in the Other Entity with respect to which such warrant was exercisable.
- (g) Conversion of Certain Rights to Receive Units. Each right of an Economic Interest Owner to receive additional Units in the Other Entity pursuant to any agreement to which the Other Entity is a party or by which it is bound other than an option or warrant shall be converted into a right to receive one (1) share of Series A4 Convertible Preferred Stock of the Corporation. Each right of a Member to receive additional Units in the Other Entity pursuant to any agreement to which the Other Entity is a party or by which it is bound other than an option or warrant shall be converted into a right to receive one (1) share of Series A2 Convertible Preferred Stock of the Corporation.
6. Upon filing of this Certificate of Conversion to Corporation, the LLC Agreement shall be terminated and of no further force and effect, and the Corporation shall have no obligations with respect thereto.

By: _____


Authorized Person

Name: _____

Steven W. Lindseth
Print or Type Signature

Steven W. Lindseth