

03-28-2001

BY DKT. NO. T- 4115



1Q1667113

TO: ATTN: Box ASSIGNMENT
Assistant Commissioner
2900 Crystal Drive
Arlington, VA 22202-3513



Please record the attached original document(s) or copy(ies) thereof.

03-16-2001

U.S. Patent & TMO/c/TM Mail Rpt Dt. #34

SUBMISSION TYPE:

- New
- Resubmission (Non-Recordation) - Document ID _____
- Correction of PTO Error: Reel ___/Frame _____
- Corrective Document: Reel ___/Frame _____

CONVEYANCE TYPE:

- Assignment
- License
- Security Agreement
- Merger
- Nunc Pro Tunc Assignment
- Change of Name
- Other: Conversion from corporation to limited partnership

Effective Date: July 7, 1999 (Day/Month/Year)

8 Total number of pages of attached conveyance document including any attachments.

MAD 3-16-01

CONVEYING PARTY(IES):

Name: Granito Coffee Works, Inc.
Formerly:

- Individual
Citizenship: _____
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Texas
- Other: _____

Address: 6814 Alamo Downs Parkway
San Antonio, Texas 78238

ADDITIONAL NAME(S) OF CONVEYING PARTIES ATTACHED?

- YES
- NO

RECEIVING PARTY(IES):

Name: Aspen Enterprises Ltd.
DBA/AKA/TA:
Address: 6814 Alamo Downs Parkway
San Antonio, Texas 78238

- Individual
Citizenship: _____
- Association
- General Partnership
- Limited Partnership
- Corporation - State: _____
- Other: Limited Partnership

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.) Yes No

ADDITIONAL NAME(S) OF RECEIVING PARTIES ATTACHED?

- YES
- NO

DOMESTIC REPRESENTATIVE:

Name:
Address:

90E

CORRESPONDENT:

Name: Mark H. Miller
Address: Jackson Walker, LLP
112 E. Pecan, Suite 2100
San Antonio, TX 78205
Telephone: 210-978-7700

APPLICATION NUMBER(S) OR PATENT NUMBER(S):

A. Trademark Application No.(s):

App. No. 75/299,238 filed ASPEN ICE for "cold beverages, namely, coffee and tea (IC 30)" and "hot and cold beverages, namely, fruit drinks (IC 32)

Additional numbers attached?
 Yes No

B. Trademark Registration No.(s):

Reg. No. 1,939,650 issued for GRANITO for "coffee, namely Cappuccino and Cappuccino Drink preparations"

Reg. No. 2,028,481 for CAPPUCINO ICER for "beverages, namely, coffee extracts used as a flavoring, cappuccino coffee drink preparations, and cappuccino coffee drinks"

Additional numbers attached?
 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.


MARK H. MILLER

DATE 3/8/01

TOTAL NUMBER OF PROPERTIES (APPLICATIONS AND REGISTRATIONS)

INVOLVED: 3 (\$40.00 first/\$25.00 each add'l)

TOTAL FEE (37 CFR 3.41): \$ 90.00

Enclosed

Authorized to Charge Account No. 07-2400.

DEPOSIT ACCOUNT NUMBER **07-2400**. (Attach duplicate copy of this form if paying by deposit account.)

CERTIFICATE OF MAILING

I hereby certify that this paper (along with any paper referred to as being attached or enclosed) is being deposited on the date shown below with the United States Postal Service in an envelope addressed to the "Assistant Commissioner of Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513", as follows:

<u>37 CFR 1.8(a)</u>	<u>37 CFR 1.10</u>
<input checked="" type="checkbox"/> With sufficient postage as First Class Mail.	<input type="checkbox"/> As "Express Mail Post Office to Addressee", Mailing Label No. _____
Date: <u>2-12</u> , 2001	Date: _____, 2000

Carolyn J. Gill

Printed Name of Person Mailing Paper or Fee


Signature of Person Mailing Paper or Fee



03-16-2001

U.S. Patent & TMO/TM Mail Rpt Dt. #34

The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

GRANITO COFFEE WORKS, INC.

a Texas corporation
converting it to

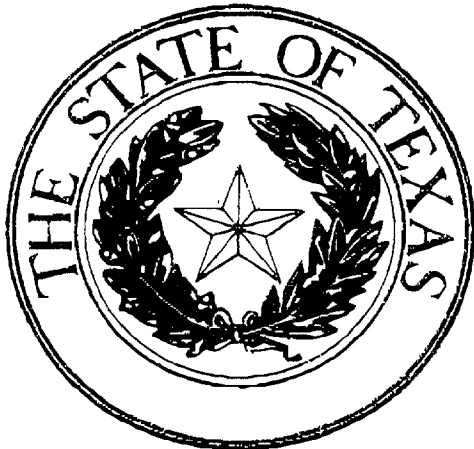
ASPEN ENTERPRISES, LTD.

a Texas limited partnership

have been received in this office and found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: July 7, 1999

Effective: July 7, 1999



Elton Bomer
Secretary of State

TRADEMARK

REEL: 002259 FRAME: 0256

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Elton Bomer
Secretary of State

Office of the Secretary of State

ENTITY:

ASPEN ENTERPRISES, LTD.

FILE NUMBER:

122293-10

DOCUMENT FILED:

CERTIFICATE OF LIMITED PARTNERSHIP

FILED: JULY 7, 1999

EFFECTIVE: JULY 7, 1999

This letter will acknowledge the receipt and filing of the above referenced document. The relevant statutory provision does not provide for a certificate of filing for this type of document and, therefore, this letter may be used as evidence of filing.

Corporations Section
Statutory Filings Division
512-463-5581

Come visit us on the Internet @ <http://www.sos.state.tx.us/>

(512) 463-5555

FAX (512) 463-5709

TTY (800) 735-2989

TRADEMARK
REEL: 002259 FRAME: 0257

FILED
In the Office of the
Secretary of State of Texas

JUL 07 1999

ARTICLES OF CONVERSION

Corporations Section

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 Granito Coffee Works, Inc., a corporation incorporated under the Texas Business Corporation Act to Aspen Enterprises, Ltd., a Texas limited partnership.

2. An executed plan of conversion is on file at the principal place of business of the converting entity at 6814 Alamo Downs Parkway, San Antonio, TX 78238, and from and after the conversion, an executed plan of conversion will be on file at the principal place of business of the converted entity at 6814 Alamo Downs Parkway, San Antonio, TX 78238.

3. A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or by the converted entity (after the conversion) on written request and without cost to any shareholder or member of the converting entity or the converted entity.

4. The approval of the plan of conversion was duly authorized by all action required by the laws under which Granito Coffee Works, Inc. is incorporated and by its constituent documents. The number of outstanding shares of each class or series of stock of Granito Coffee Works, Inc. entitled to vote, with other shares or as a class, on the plan of conversion are as follows:

<u>Number of Shares</u> <u>Outstanding</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to</u> <u>Vote as a Class or Series</u>
<u>1,000</u>	<u>Common Voting</u>	<u>1,000</u>

5. The number of shares, not entitled to vote only as a class, voted for and against the plan of conversion, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the plan of conversion, are as follows:

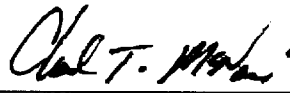
<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class or Series</u>	<u>Number of Shares Entitled</u> <u>To Vote as a Class or Series</u>	
			<u>Voted</u> <u>For</u>	<u>Against</u>
<u>1,000</u>	<u>0</u>	<u>Common Voting</u>	<u>1,000</u>	<u>0</u>

6. Two copies of the certificate of limited partnership of Aspen Enterprises, Ltd. which is to be created pursuant to the plan of conversion are being filed with the secretary of state with the articles of conversion.

7. Aspen Enterprises, Ltd. will be responsible for the payment of all such fees and franchise taxes of Granito Coffee Works, Inc. Aspen Enterprises, Ltd. will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Dated: July 1, 1999

Granito Coffee Works, Inc.

By 
Chad McNair, its President

**Plan and Agreement for Conversion
of
Granito Coffee Works, Inc.
Into
Aspen Enterprises, Ltd.**

The shareholders and directors of Granito Coffee Works, Inc., a Texas business corporation, HEREBY ADOPT AND AGREE to proceed with the following plan for conversion:

**SECTION 1
PLAN FOR CONVERSION**

1.01. **Adoption of Plan.** The plan and agreement adopted for the conversion of Granito Coffee Works, Inc., pursuant to the provisions of Articles 5.17 through 5.20 of the Texas Business Corporation Act is as follows:

- A. The Converting Entity shall mean Granito Coffee Works, Inc., a Texas business corporation, and the Converted Entity shall mean Aspen Enterprises, Ltd., a Texas limited partnership.
- B. Converting Entity shall be converted into and continue its existence in the organizational form of Converted Entity, a Texas limited partnership, to be formed and governed by the laws of the State of Texas when the conversion becomes effective as specified in Section 1.02 below.
- C. When the conversion becomes effective as specified in Section 1.02 below, the separate existence of Converting Entity shall cease and Converted Entity shall succeed according to Article 5.20 of the Texas Business Corporation Act, without other transfer, to all of the rights and property of Converting Entity and shall be subject to all debts and liabilities of such corporation in the same manner as if Converted Entity had itself incurred them. All rights of creditors and all liens upon the property of the Converting Entity shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the conversion.

1.02. **Effective Date.** The effective date of the conversion, referred to as the "Effective Date" below, shall be the date on the certificate of conversion issued by the Secretary of State of Texas.

**SECTION 2
MANNER AND BASIS OF CONVERTING SHARES TO UNITS OF INTEREST**

2.01. **Manner.** On or after the Effective Date hereof, each shareholder of Converting Entity shall promptly surrender his or her shares to the General Partner of the succeeding Converted Entity, in exchange for the limited partner interests of Converted Entity to which he or she is entitled. The General Partner of Converted Entity will be Aspen Management Company, LLC.

2.02. **Basis.** Each shareholder of Converting Entity shall be entitled to receive the pro rata limited partner interests in Converted Entity based upon such shareholder's percentage ownership in the Converting Entity, except that the limited partner interest of Chad McNair shall be reduced by one percent (1%), such one percent (1%) ownership interest in the Converted Entity to be owned as a general partner interest by Aspen Management Company, LLC of which Chad McNair is the sole owner. The total limited partner interests shall equal ninety-nine percent (99%) of all interests in Converted Entity.

2.03. **Units of Interest of Successor.** As a result of the conversion and the surrender of shares, Converted Entity will issue limited partner interests equal to 99 percent of the interests in Converted Entity. Converted Entity will also issue a one percent (1%) interest to the General Partner, Aspen Management Company, LLC in exchange for its services in forming Converted Entity.

SECTION 3 OFFICERS OF THE GENERAL PARTNER

3.01. Officers of Successor's General Partner.

- A. The President of Aspen Management Company, LLC shall be authorized to act on behalf of the General Partner of Converted Entity.
- B. Chad McNair is the President of Aspen Management Company, LLC. Aspen Management Company, LLC may appoint other persons as such officers or agents as it may deem necessary to discharge its responsibilities to Aspen Enterprises, Ltd. as General Partner.

SECTION 4 ARTICLES OF LIMITED PARTNERSHIP AND CERTIFICATE OF LIMITED PARTNERSHIP

4.01. **Certificate and Articles of Succeeding Limited Partnership.** The Certificate of Limited Partnership in Appendix A shall be attached to the Articles of Conversion filed with the Secretary of State of the State of Texas. Upon the Effective Date, the Agreement of Limited Partnership in Appendix B shall become effective and continue in full force until altered, amended, or repealed as provided therein or as provided by law.


SECTION FIVE MISCELLANEOUS

5.01. **Entire Agreement; Counterparts.** This instrument and the exhibits hereto contain the entire agreement and plan or conversion 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.


5.02 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.

EXECUTED on July 1, 1999

Granito Coffee Works, Inc.

by: 
Chad McNair, its President
and Secretary

APPROVED AND AGREED TO BY THE SHAREHOLDERS AND DIRECTORS:


Chad McNair,
Director and Shareholder

Certificate of Limited Partnership
of
Aspen Enterprises, Ltd.


This Certificate of Limited Partnership has been duly executed and is filed pursuant to §2.01 of the Texas Revised Limited Partnership Act (the "Act").

This limited partnership was formed pursuant to a Plan and Agreement for Conversion described in Articles of Conversion filed under §5.18 of the Texas Business Corporation Act by Granito Coffee Works, Inc., a Texas corporation, formed on March 1, 1993, having its registered office at 13143 Hunters Brook, San Antonio, TX 78230.

1. **NAME.** The name of the limited partnership is Aspen Enterprises, Ltd.
2. **REGISTERED OFFICE.** The address of the Registered Office required to be maintained by §1.06 of the Act is: 13143 Hunters Brook, San Antonio, TX 78230.
3. **REGISTERED AGENT.** The name of the Registered Agent for service of process required by §1.06 of the Act is: Chad McNair.
4. **PRINCIPAL OFFICE.** The address of the Principal Office in the United States where the records are to be kept or made available under §1.07 of the Act is: 6814 Alamo Downs Parkway, San Antonio, TX 78238.
5. **GENERAL PARTNER.** The name, mailing address and street address of the business of the General Partner are: Aspen Management Company, LLC, 6814 Alamo Downs Parkway, San Antonio, TX 78238.

EXECUTED as of July 1, 1999.

Aspen Enterprises, Ltd.

By: 
Chad McNair, President
of Aspen Management Company, LLC,
General Partner