

07-19-2001



101782910

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

7.16.01

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
 - Other
- 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

07/18/2001 DBYRNE 00000263 75906089

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 125.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 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 (0451-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0451-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

(212) 684-3900

Name

Donna Mirman Broome, Esq.

Address (line 1)

Gottlieb, Rackman & Reisman, P.C.

Address (line 2)

270 Madison Avenue

Address (line 3)

Address (line 4)

New York, New York 10016

Pages

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

#

2

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)

75/906,089

1,984,160

2,129,565

1,988,484

2,385,861

1,988,483

Number of Properties

Enter the total number of properties involved.

#

6

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

165.00

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:

#

07-1730

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.

Donna Mirman Broome

Name of Person Signing

Signature

July 12, 2001

Date Signed

F001218000365

CERTIFICATE OF CONVERSION

OF

RFR MANAGEMENT CO.

TO

RFR MANAGEMENT LLC

C3C 45

(Under Section 1006 of the Limited Liability Company Law)

FIRST: The name of the limited liability company (the "Company") is RFR MANAGEMENT LLC.

SECOND: The name of the partnership (the "Partnership") was RFR MANAGEMENT CO.

THIRD: The Partnership was, in accordance with the provisions of Section 1006 and other applicable provisions of the Limited Liability Company Law, duly converted to a limited liability company.

FOURTH: The county within the State of New York in which the office of the Company is to be located is the County of New York.

FIFTH: The Company is not to have a specific date of dissolution. The Company will be dissolved upon the occurrence of any of the events set forth in Section 701 of the Limited Liability Company Law.

SIXTH: The Secretary of State of New York is designated as agent of the Company upon whom process against it may be served. The post office address within or without the State of New York to which the Secretary of State of the State of New York shall mail a copy of any process against the Company served upon him or her is:

230 West 38th Street
New York, New York 10018
Attention: Mr. Robert Feinberg

SEVENTH: This Certificate of Conversion shall be effective as of January 1, 2001.

Dated: December 15, 2000


Richard Honig, Member

F001218000365

933
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CERTIFICATE OF CONVERSION

OF

RFR MANAGEMENT CO.

TO

RFR MANAGEMENT LLC

Under Section 1006 of the Limited Liability Company Law

NO. REC. ON 21 FEB 2001

FILED BY:

PHILLIPS, NIZER, BENJAMIN, KRIM & BALLON
666 Fifth Avenue
New York, NY 10103-0084

Cust. Ref#934408AXD

DRAWDOWN

DEC 18 11 20 2000

1CC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 18 2000

TAX \$

BY: ESM

001218000380

TOTAL P.03