

U.S. Department of Commerce
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TRADEMARK

FORM PTO-1618A
Expires 08/30/99
OMB 0851-0027

RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission (Non-Recordation) <input type="checkbox"/> Document ID # <input type="text"/> <input type="checkbox"/> Correction of PTO Error Reel # <input type="text"/> Frame # <input type="text"/> <input type="checkbox"/> Corrective Document Reel # <input type="text"/> Frame # <input type="text"/>		Conveyance Type <input type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input type="checkbox"/> Nunc Pro Tunc Assignment Effective Date Month Day Year <input type="text"/> <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <input type="text"/> Change of Entity	
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Conveying Party Mark if additional names of conveying parties attached

Name Effective 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 conveying 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

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

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

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REEL: 002366 FRAME: 0231

U.S. Department of Commerce
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TRADEMARK

FORM PTO-1618B
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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

Name

Address (line 1)

Address (line 2)

Address (line 3)

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1449757"/>	<input type="text" value="1452201"/>	<input type="text" value="1916502"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2001614"/>	<input type="text" value="2147547"/>	<input type="text" value="2121862"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1503973"/>	<input type="text" value="1507212"/>	<input type="text" value="2103652"/>

Number of Properties Enter the total number of properties involved. #

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

Method of Payment: Enclosed Deposit Account


Deposit Account (Enter for payment by deposit account or if additional fees can be charged to account) Deposit Account Number

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing 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.

Robert E. Browne
Name of Person Signing


Signature

November 12, 2001
Date Signed



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

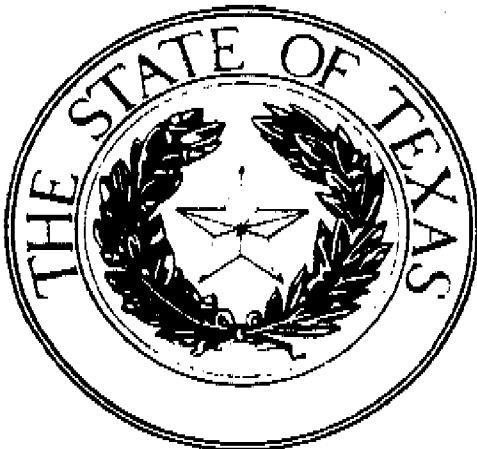
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

WNA CARTHAGE, INC.
A Texas corporation
converting it to
WNA CARTHAGE, LLC
A Texas limited liability company

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: **SEPTEMBER 30 1999**

Effective: **OCTOBER 1 1999 12:01AM**



Elton Bomer
Secretary of State

TRADEMARK



The State of Texas

SECRETARY OF STATE CERTIFICATE OF ORGANIZATION OF

WNA CARTHAGE, LLC
FILE NUMBER: 7056652-22

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Organization for the above named company have been received in this office and are 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 Organization.

Issuance of this Certificate of Organization does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Filed: SEPTEMBER 30 1999
Effective: OCTOBER 1 1999 12:01 AM



Elton Bomer
Secretary of State

TRADEMARK

REEL: 002366 FRAME: 0234

In the Office of the
Secretary of State of Texas

SEP 30 1999

CORPORATIONS SECTION

ARTICLES OF CONVERSION

Pursuant to the provisions of Article 5.18 of the Texas Business Corporation Act (the "TBCA"), the undersigned WNA Carthage, Inc., a Texas corporation (the "Company"), hereby certifies to and authorizes the filing with the Secretary of State of Texas the following Articles of Conversion:

ARTICLE ONE

The Plan of Conversion was duly approved and adopted as of September 29, 1999.

ARTICLE TWO

A copy of the executed Plan of Conversion (the "Plan of Conversion"), adopted in accordance with the provisions of Section 5.18 of the TBCA, providing for the conversion of the Company, is attached hereto as Exhibit A and incorporated herein by reference. The original Plan of Conversion has been executed and is on file at the principal place of business of the Company located at One Waddington Way, Carthage, Texas 75633. Additionally, an executed Plan of Conversion will be on file, from and after the effective date of the conversion at the principal place of business of WNA Carthage, LLC located at One Waddington Way, Carthage, Texas 75633. A copy of the Plan of Conversion will be furnished by the Company prior to the conversion or by WNA Carthage, LLC after the conversion upon written request and without cost to any shareholder of the Company or any member of WNA Carthage, LLC.

ARTICLE THREE

The Company has 100 shares outstanding, all of which are common stock entitled to vote. Of the 100 shares entitled to vote, 100 shares voted for the Plan of Conversion, and 0 shares voted against the Plan of Conversion.

ARTICLE FOUR

The original executed Articles of Organization for WNA Carthage, LLC, are attached hereto as Exhibit B for filing with the Secretary of State of Texas.

ARTICLE FIVE

Pursuant to Article 5.18C of the TBCA, WNA Carthage, LLC will be liable for the payment of all fees and franchise taxes applicable to the Company.

ARTICLE SIX

Pursuant to Article 10.03 of the TBCA, the effective date of these Articles of Conversion will be 12:01 a.m. on October 1, 1999, a date which is not more than ninety (90) days after the date of filing with the Secretary of State of the State of Texas.

IN WITNESS WHEREOF, the Company has caused these Articles of Conversion to be executed as of the 29th day of September 1999.

WNA CARTHAGE, INC.



Michael G. Evans
President

EXHIBIT A

Copy of Executed Plan of Conversion

PLAN OF CONVERSION
Converting
WNA Carthage, Inc.
(A Texas corporation)
Into
WNA Carthage, LLC
(A Texas limited liability company)

This Plan of Conversion (this "Plan of Conversion") is executed as of the 29th day of September 1999, by WNA Carthage, Inc., a Texas corporation (the "Company"), for the purpose of converting the Company into WNA Carthage, LLC, a Texas limited liability company (the "LLC").

ARTICLE ONE

CONVERSION OF CORPORATION INTO LIMITED LIABILITY COMPANY

WNA Carthage, Inc., will be converted into WNA Carthage, LLC, in accordance with the laws of the State of Texas (the "Conversion"), with such Conversion to become effective at 12:01 a.m. on October 1, 1999 (the "Effective Time"), as indicated in the Articles of Conversion (the "Articles of Conversion"). WNA Carthage, Inc., will continue its existence as WNA Carthage, LLC, a limited liability company governed by and organized in accordance with the laws of the State of Texas.

ARTICLE TWO

ADOPTION OF PLAN OF CONVERSION

This Plan of Conversion and the performance of its terms were approved and adopted by the Company as of September 29, 1999, by all actions required under the Texas Business Corporation Act ("TBCA") and the Texas Limited Liability Company Act ("TLLCA"), as applicable, and the documents and agreements under which the Company was formed and/or is governed. The Articles of Conversion (which shall include a copy of this Plan of Conversion and the Articles of Organization of LLC as exhibits thereto) with respect to the Conversion shall be executed, filed and recorded in accordance with the TBCA and TLLCA as soon as practicable after the date hereof.

ARTICLE THREE

CONVERSION OF STOCK

At the Effective Time, as a result of the Conversion, the sole stockholder of the Company will own all of the liability company interests in LLC and be the sole member of LLC as set forth in Exhibit A.

ARTICLE FOUR

NO LIABILITY TO ANY SHAREHOLDER

As a result of the Conversion, no shareholder of the Company will become personally liable for the liabilities or obligations of LLC or any of its directors, officers, employees or agents.


ARTICLE FIVE

ARTICLES OF ORGANIZATION OF LLC

Attached hereto as Exhibit B is a copy of the executed Articles of Organization of LLC.

IN WITNESS WHEREOF, WNA Carthage, Inc. has caused this Plan of Conversion to be executed as of the 29th day of September 1999.

WNA CARTHAGE, INC.



Michael G. Evans
President

EXHIBIT B

Original Executed Articles of Organization

**ARTICLES OF ORGANIZATION
OF
WNA CARTHAGE, LLC**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under the Texas Limited Liability Company Act (the "Act"), do hereby adopt the following Articles of Organization for such Limited Liability Company (the "Company").

**ARTICLE ONE
NAME**

The name of the Company is WNA Carthage, LLC.

**ARTICLE TWO
DURATION**

The period of duration of the Company shall be perpetual, unless it is earlier dissolved in accordance with the provisions of the Regulations of the Company.

**ARTICLE THREE
PURPOSE**

The purpose for which the Company is organized is to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which limited liability companies may be organized under the Act.

**ARTICLE FOUR
POWERS**

The Company shall have the powers provided for a corporation under the Texas Business Corporation Act (the "TBCA") and a limited partnership under the Texas Revised Limited Partnership Act.

**ARTICLE FIVE
VOTING**

On each matter on which the membership is entitled to vote, a Member will have one (1) vote or a fraction of one vote per one percent (1%) of membership interest or fraction of membership interest owned by the Member. Cumulative voting is expressly prohibited.

**ARTICLE SIX
PREEMPTIVE RIGHTS**

All preemptive rights are expressly denied.

ARTICLE SEVEN
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 350 North St. Paul, Dallas, Texas 75201, and the name of its initial registered agent at such address is CT Corporation.

ARTICLE EIGHT
MANAGERS

The Company shall be managed by a manager or managers. The number of initial Managers is one (1), and the names and addresses of the person who is to serve as Manager until the first annual meeting of the Sole Member or until his successor(s) are elected and qualified is:

<u>Name</u>	<u>Address</u>
Michael G. Evans	One Waddington Way Carthage, Texas 75633

ARTICLE NINE
ORGANIZER

The name and address of the organizer is James L. Kissire, James L. Kissire, PLLC, 7001 Preston Road, Suite 301A, LB 15, Dallas, Texas 75205.

ARTICLE TEN
REGULATIONS

The initial Regulations of the Company will be adopted by the Managers. The powers to alter, amend, or repeal the Regulations or adopt new Regulations is vested in the Managers, subject to repeal or change by action of the Sole Member.

ARTICLE ELEVEN

MEETINGS

Any action required by the Act, and any amendments thereto, to be taken at any annual or special meeting of the Sole Member, Managers, or any committee of the Company, or any action which may be taken at any annual or special meeting of the Sole Member, Managers or any committee of the Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the Sole Member, Managers or committee members, as the case may be, having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the Sole Member, or all the Managers or committee members, as the case may be, entitled to vote on the action were present and voted. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

ARTICLE TWELVE

LIABILITY

To the fullest extent permitted by applicable law, no Manager of the Company shall be liable, personally or otherwise, to the Company or its Sole Member for monetary damages for any act or omission in such manager's capacity as a Manager.

Notwithstanding the foregoing provisions of this Article Twelve, if the Act is amended after the date of the filing of these Articles of Organization with the Secretary of State of Texas to authorize action further eliminating or limiting the personal liability of managers, then the liability of each Manager of the Company shall be automatically eliminated or limited to the fullest extent permitted by the Act, as so amended.

Any repeal or amendment of this Article Twelve, or the adoption of any other provision of these Articles of Organization inconsistent with this Article Twelve, by the Sole Member or the Managers of the Company shall be prospective only and shall not adversely affect any limitation on the personal liability of a manager of the Company existing at the time of such repeal, amendment or adoption of an inconsistent provision.

ARTICLE THIRTEEN

INDEMNIFICATION

The Managers of the Company, in their sole discretion, shall have the power, on behalf of the Company, to indemnify persons for whom indemnification is permitted by Article 2.20 of the Act and Article 2.02-1 of the TBCA, to the fullest extent permissible under Article 2.20 of the Act and Article 2.02-1 of the TBCA, and may purchase such liability, indemnification and/or other similar insurance as the Managers from time to time shall deem necessary or appropriate, in their sole discretion.

The Company may purchase and maintain liability, indemnification and/or other similar insurance on behalf of itself, and/or for any person who is or was a manager, officer, employee or agent of the Company or who is or was serving at the request of the Company as a manager, officer, employee or agent, against any liability asserted against and/or incurred by the Company or person serving in such a capacity out of such person's status as such a person, whether or not the Company would otherwise have the power to indemnify such person against that liability.

ARTICLE FOURTEEN
CONVERSION

The Company is being formed pursuant to a Plan of Conversion whereby WNA Carthage, Inc., a Texas corporation, whose address is P.O. Box 668, Carthage, Texas 75633, is converting into a Texas limited liability company. WNA Carthage, Inc. was incorporated on May 5, 1965.

ARTICLE FIFTEEN
AMENDMENT

These Articles of Organization may be amended, modified, supplemented or restated in any manner permitted by applicable law and approved by the affirmative vote of the Sole Member.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of September 1999.


James L. Kissire, Organizer