

10-02-2001



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SEP 27 2001

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
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year
 03 09 01

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name ONEPLACE, LTD.

03 09 01

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name ONEPLACE, LLC

DBA/AKA

Composed of

Address (line 1) 3511 WEST MARKET STREET

Address (line 2)

Address (line 3) GREENSBORO

NC

27403

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

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.)

Other LIMITED LIABILITY COMPANY

Citizenship/State of Incorporation/Organization DELAWARE

FOR OFFICE USE ONLY

10/01/2001 TDIAZ1 00000075 2091253

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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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

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="2091253"/>	<input type="text" value="2296512"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

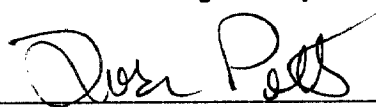
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Deposit Account Number: #

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.

LORI POTTS  09/21/01

Name of Person Signing Signature Date Signed

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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 CORPORATION UNDER THE NAME OF "ONEPLACE, LTD." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ONEPLACE, LTD." TO "ONEPLACE, LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MARCH, A.D. 2001, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1024269

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010128038

DATE: 03-15-01

TRADEMARK
REEL: 002376 FRAME: 0480

CERTIFICATE OF CONVERSION

OF

ONEPLACE, LTD.

OnePlace, Ltd., a Delaware corporation (the "Corporation"), does hereby certify the following in accordance with Section 266 of the General Corporation Law of the State of Delaware:

1. The name of the Corporation is "OnePlace, Ltd." The name of the Corporation has not changed since it was originally incorporated in the State of Delaware.
2. The original Certificate of Incorporation for the Corporation was filed on January 5, 1999, with the Delaware Secretary of State.
3. The name of the Delaware limited liability company into which the Corporation is being converted is "OnePlace, LLC".
4. The conversion of the Corporation into a Delaware limited liability company has been approved by the unanimous vote of all of the directors and all of the stockholders of the Corporation in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.
5. This Certificate of Conversion shall become effective on March 9, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of OnePlace, Ltd. effective as of March 9, 2001.

OnePlace, Ltd.,
a Delaware corporation

By: _____
Jonathan L. Block,
Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 03/14/2001
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