

11-23-2001

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To the Honorable Commissioner of Patents and Trademarks

101900317

its or copy thereof.

1. Name and Address of Conveying Party(ies):

NestFamily, LLC
6100 Colwell Boulevard
Irving, Texas 75039

11-19-01

<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: Texas Limited Liability Company
<input type="checkbox"/>	Additional Name(s) of Conveying Party(ies) Attached

2. Name and Address of Receiving Party(ies):

TopNest, LLC
6100 Colwell Boulevard
Irving, Texas 75039

U.S. Patent & TMO/TM Mail Rcpt. Dt. #57



11-19-2001

<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: Texas Limited Liability Company
<input type="checkbox"/>	Additional Name(s) of Receiving Party(ies) Attached
<input type="checkbox"/>	Assignee is not domiciled in the United States, a Domestic Representative Designation is Attached.

3. Nature of Conveyance:

<input type="checkbox"/>	Assignment
<input type="checkbox"/>	Security Agreement
<input type="checkbox"/>	Merger
<input checked="" type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other: _____

Execution Date: 3/29/01

4. Application Number(s) or Registration Number(s):

Reg. No. 1,802,479
Reg. No. ~~1,717,636~~

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Kay Lyn Schwartz
Gardere & Wynne, L.L.P.
1601 Elm Street, Suite 3000
Dallas, Texas 75201

214-999-4702 - Telephone
214-999-4667 - Facsimile

11/21/2001 DBYRNE 00000047 1802479

01 FC:481
02 FC:482

40.00 OP
25.00 OP

6. Total Number of Applications and Registrations Involved: 2

7. Total Fee (37 CFR 3.41): \$ 65.00

<input type="checkbox"/>	Previously submitted
<input type="checkbox"/>	Authorized to be Charged to Deposit Account
<input checked="" type="checkbox"/>	Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.

Kay Lyn Schwartz

Kay Lyn Schwartz, Reg. No. 39,020

11/13/01 Date

Certificate of Mailing

I hereby certify that this Recordation Form Cover Sheet, together with the attached Assignment, is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to the Commissioner for Patents and Trademarks, Washington, DC 20231 on: _____ Date

November 13, 2001
Angela Wilson

Mail To: Commissioner of Patents and Trademarks, Box ASSIGNMENTS, Washington, D.C. 20231 Total # of Pages Including This Cover Sheet: 3



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

TOPNEST, LLC
FORMERLY: NESTFAMILY, LLC
FILE NO. 7074244-22

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity 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 Amendment.

Dated: May 4, 2001

Effective: May 4, 2001



Henry Cuellar
Secretary of State

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TRADEMARK
REEL: 002398 FRAME: 0589

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF AMENDMENT
TO THE ARTICLES OF ORGANIZATION
OF
NESTFAMILY, LLC

MAY 04 2001

Corporations Section

Pursuant to the provisions of Article 3.06 of the Texas Limited Liability Company Act, the undersigned company hereby adopts the following Articles of Amendment to its Articles of Organization:

ARTICLE ONE

The name of the limited liability company is NestFamily, LLC.

ARTICLE TWO

The amendment amends Article One of the original Articles of Organization to amend its name and the full text of Article One is amended to read as follows:

The name of the limited liability company is TopNest, LLC.

ARTICLE THREE


The amendment to the Articles of Organization was adopted on March 29, 2001.

ARTICLE FOUR

The amendment was approved in accordance with Section B of Article 2.23 of the Texas Limited Liability Company Act or as otherwise provided in the Articles of Organization or Regulations.

DATED as of the 29 day of March, 2001.

NestFamily, LLC



By: Ernest Z. Fausto, President