

RECC



COVER SHEET

NOV 28 2001

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

Submission Type

- New (Non-Recordation) 11-7801
- Resubmission 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 Certificate of Conversion

Effective Date
Month Day Year
06 05 2001

Conveying Party

Mark if additional names of conveying parties attached

Name: CARDPRO, INC.

Execution Date
Month Day Year
06/05/2001

Formerly: _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization TEXAS

Receiving Party

Mark if additional names of receiving parties attached

Name: CARDTRONICS, LP

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3000 Haynes, Suite 101

Address (line 2) _____

Address (line 3) Houston Texas 77082
City State/Country Zip Code

- Individual General Partnership Limited Partnership
- Corporation
- Other _____
- Citizenship/State of Incorporation/Organization Delaware Delaware

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.)

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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 (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

11/29/2001 LHWELLER 00000042 500897 1970030
01 FC:481 40.00 CH

Domestic Representative Name and Address

Enter for the first Receiving Party only

Name: Gary L. Bush, Esq.

Address (line 1) Andrews & Kurth - Mayor, Day, Caldwell & Keeton, L.L.P.

Address (line 2) 700 Louisiana, Suite 1900

Address (line 3) _____

Address (line 4) Houston, TX 77002-2778
City State/Country Zip Code

Correspondent Name and Address

Area Code and Telephone Number: 713/225-7106

Name: Gary L. Bush

Address (line 1) Andrews & Kurth - Mayor, Day, Caldwell & Keeton, L.L.P.

Address (line 2) 700 Louisiana, Suite 1900

Address (line 3) _____

Address (line 4) Houston, Texas 77002-2778
City State/Country Zip Code

Pages Enter the total number of pages of the attached conveyance document # 1
Including any attachments.

Trademark Application Number(s) or Registration Numbers(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)
1,970,030

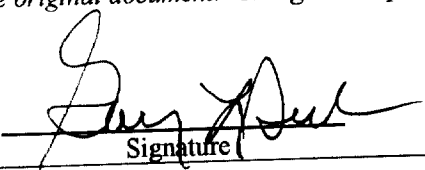
Number of Properties Enter the total number of Properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$40.00
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: #50-0897
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.

Gary L. Bush
Name of Person Signing


Signature

11-2-01
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

CARD PRO, INC.
A Texas Corporation

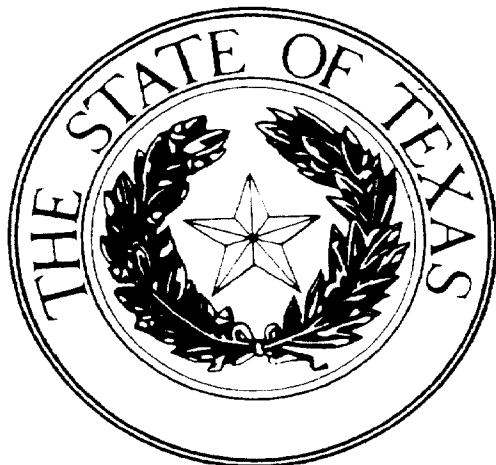
converting to

CARDTRONICS, LP
A Delaware No Permit Entity

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: JUNE 5, 2001

Effective: JUNE 5, 2001



Henry Cuellar
Secretary of State

ARTICLES OF CONVERSION
OF
CARD PRO, INC.
INTO
CARDTRONICS, LP

June 4, 2001

UNDER ARTICLE 5.18 OF
THE TEXAS BUSINESS
CORPORATION ACT

FILED
In the Office of the
Secretary of State of Texas
JUN 05 2001
Corporations Section

Card Pro, Inc., a corporation organized and existing under and by virtue of the Texas Business Corporation Act (the "*Company*"), DOES HEREBY CERTIFY THAT:

FIRST: The Company is a corporation incorporated under the laws of the State of Texas.

SECOND: In accordance with Article 5.17 of the Texas Business Corporation Act (the "*Act*"), the shareholders of the Company unanimously approved a Plan of Conversion (the "*Plan*") whereby the Company would convert into Cardtronics, LP, a Delaware limited partnership.

THIRD: An executed copy of the Plan is on file at 3000 Haynes, Suite 101, Houston, Texas 77082, the principal place of business of the Company, and from and after the conversion such executed copy of the Plan will be on file at 3000 Haynes, Suite 101, Houston, Texas 77082, the principal place of business of Cardtronics, LP.

FOURTH: A copy of the Plan will be furnished by the Company prior to the conversion or by Cardtronics, LP after the conversion, on written request and without cost, to any shareholder of the Company or partner of Cardtronics, LP.

FIFTH: The number of outstanding shares of common stock of the Company is 4,210,000, and no shares of the Company are entitled to vote as a class or series.

SIXTH: The Plan was approved by unanimous written consent of all of the shareholders of the Company in accordance with Article 9.10A. of the Act.

SEVENTH: Cardtronics, LP will be responsible for the payment of all fees and franchise taxes now or hereinafter due or owing by law on behalf of Card Pro, Inc. or Cardtronics, LP, and shall pay such in a timely manner.

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Cardtronics, LP
Articles Of Conversion

96%

P. 02

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TRADEMARK
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of the date first written above.

CARD PRO, INC.

By: Ralph H. Clunard
Name: Ralph H. Clunard
Title: President

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Cardtronics, LP
Articles Of Conversion
2

TOTAL P. 03

RECORDED: 11/28/2001

TRADEMARK
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