

01-31-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): ALESIS DISTRIBUTION, INC. 1-23-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ALESIS DISTRIBUTION, LLC
Internal Address:
Street Address: 12509 Beatrice Street
City: Los Angeles State: CA Zip: 90066
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other a Delaware Limited Liability Company
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other Conversion from Corporation to LLC
Execution Date: October 15, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/577336; 75/783084
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1810524; 1447267; 2373489; 2369194;
1466239; 1928633
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Shervin I. Gabayan, Esq.
Internal Address: c/o Latham & Watkins
Street Address: 633 West Fifth Street
Suite 4000
City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 8
7. Total fee (37 CFR 3.41) \$ 215.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.
J. Luis Farias
Name of Person Signing Signature Date 12/13/01
Total number of pages including cover sheet, attachments, and document: 4

01/30/2002 LUPELLER 00000111 75577336
01 FC:481 40.00 OP
02 FC:482 175.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002433 FRAME: 0482

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 "ALEXIS DISTRIBUTION, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ALEXIS DISTRIBUTION, INC." TO "ALEXIS DISTRIBUTION, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2001, AT 3 O' CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3377328 8100V

AUTHENTICATION: 1390204

010510079

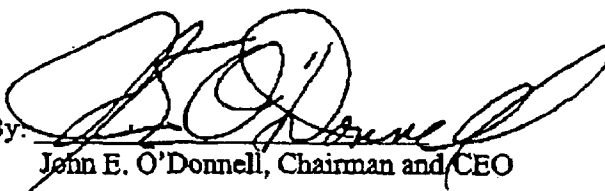
DATE: 10-15-01

TRADEMARK
REEL: 002433 FRAME: 0483

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE DELAWARE
GENERAL CORPORATION LAW

- FIRST: The name of the corporation is Alesis Distribution, Inc.
- SECOND: The date on which the original Certificate of Incorporation was filed with the Secretary of State is April 4, 2001.
- THIRD: The name of the limited liability company into which the corporation is herein being converted is Alesis Distribution, LLC.
- FOURTH: The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

THE UNDERSIGNED, does hereby make this certificate, hereby declaring and certifying that his is his free act and deed and accordingly, has hereunto set his hand this 12 day of October, 2001.

By: 
 John E. O'Donnell, Chairman and CEO

Alesis Docs\Cert. of Conversion.rtf

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 03:00 PM 10/12/2001
 010510079 - 3377328

State of Delaware
Office of the Secretary of State

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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 FORMATION OF "ALESIS DISTRIBUTION, LLC" FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2001, AT 3 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3377328 8100V

AUTHENTICATION: 1390204

010510079

DATE: 10-12-01
TRADEMARK
REEL: 002433 FRAME: 0485

CERTIFICATE OF FORMATION
OF
ALESIS DISTRIBUTION, LLC

- FIRST:** The name of the limited liability company is Alesis Distribution, LLC (the "Company").
- SECOND:** The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
- THIRD:** The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Delaware Limited Liability Company Act (the "Act").
- FOURTH:** The name and mailing address of the authorized individual executing this Certificate and the person who is to serve as the manager of the Company until his successor(s) is/are elected and qualified pursuant to the Act is: Mr. John E. O'Donnell, 11 Helmsman Avenue, North Kingstown, RI 02852.
- FIFTH:** The Company is to have perpetual existence.

THE UNDERSIGNED, does hereby make this certificate, hereby declaring and certifying that his is his free act and deed and accordingly, has hereunto set his hand this 12 day of October, 2001.

By: 

John E. O'Donnell, Manager

Alesis\Docs\Certificate of Formation LLC - ADI.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 10/12/2001
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