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(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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

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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.

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Conversion from a Corporation to a Limited Liability Company**
- Merger
- Change of Name

Execution Date: **10/12/01**

2. Name and address of receiving party(ies)

Name: **Alesis Distribution, LLC**

Internal

Address: _____

Street Address: **11 Helmsman Avenue**

North

City: **Kingstown** State: **RI** Zip: **02852**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____

Other **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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) **75/577,336;**

75/783,084

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Craig M. Scott, Esq.**

Internal Address: _____

Street Address: **Duffy & Sweeney, Ltd.**

One Turks Head Place, Suite 1200

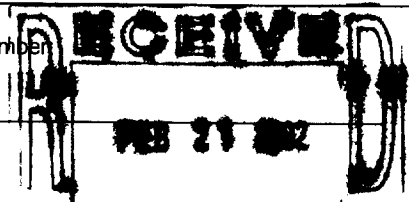
City: **Providence** State: **RI** Zip: **02903**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41).....\$ **65.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number



DO NOT USE THIS SPACE

9. Signature.

Craig M. Scott

Name of Person Signing

Signature

1/29/02

Date

Total number of pages including cover sheet, attachments, and document: **3**

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

03/07/2002 TDIAZ1 00000122 75577336

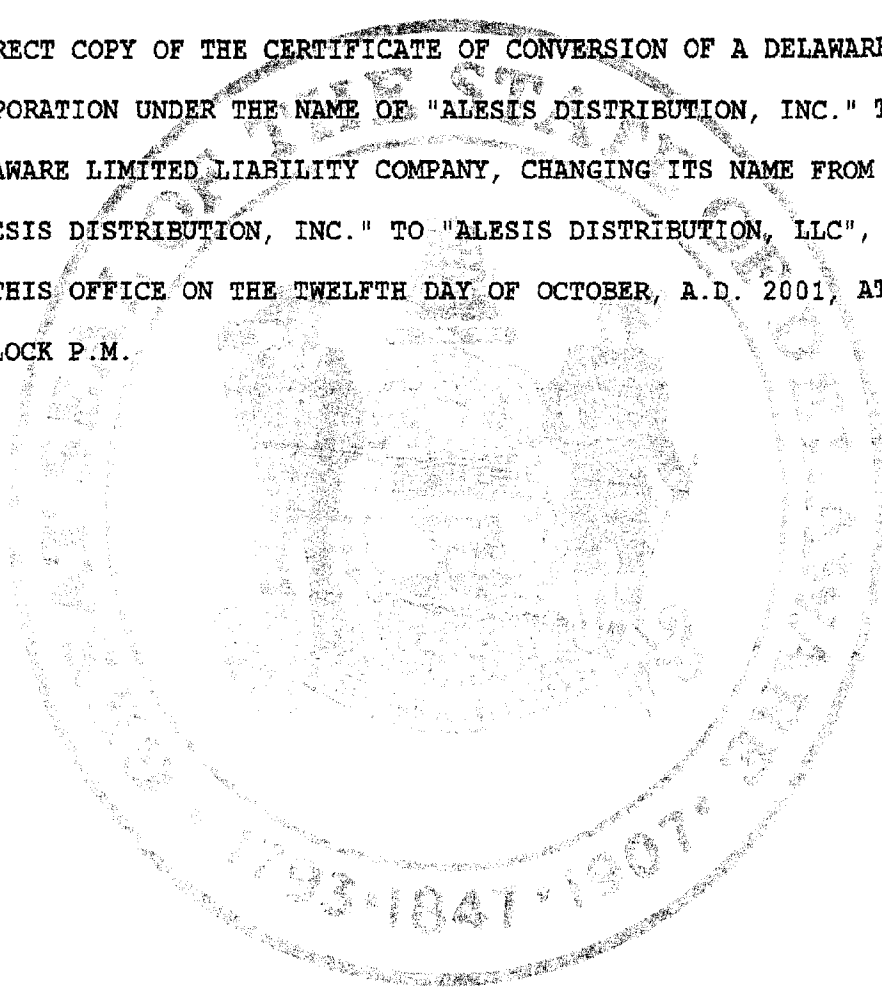
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TRADEMARK
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State of Delaware
Office of the Secretary of State PAGE 1

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 "ALESIS DISTRIBUTION, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ALESIS DISTRIBUTION, INC." TO "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

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AUTHENTICATION: 1390204

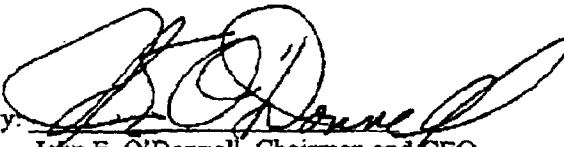
DATE: 10-15-01

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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
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