

06-04-2002



102111100

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Resubm

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 # 102029179
- 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 _____

Effective Date
Month Day Year
01/31/01

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Magic Earth LLC

01/31/01

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other Limited Liability Corporation

Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name Magic Earth, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2000 West Sam Houston Parkway South, Suite 750

Address (line 2) _____

Address (line 3) Houston Texas 77042

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization 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.)

03/26/2002 DBYRNE 00000046 192112 2546426

FOR OFFICE USE ONLY

01 FC:481 40.00 CH

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

TRADEMARK

REEL: 002517 FRAME: 0523

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="2,542,426"/>	<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"/>	<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

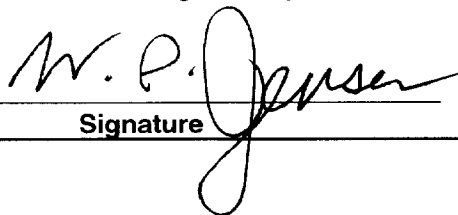
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

William P. Jensen, Esq., Reg. 36,833



March 2, 2002

Name of Person Signing

Signature

Date Signed


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

It is hereby certified that:

- 1.) The limited liability company (the "Limited Liability Company") is formed under the jurisdiction of the State of Delaware.
- 2.) The name of the Limited Liability Company immediately prior to filing this Certificate is Magic Earth LLC.
- 3.) The date the Limited Liability Company was first formed is September 9, 1999.
- 4.) The name of the corporation as set forth in the Certificate of Incorporation is Magic Earth, Inc.

The conversion herein certified has been approved in accordance with the provisions of Section 265 of the General Corporation Law of the State of Delaware.

Dated: January 31, 2001

By: 
 Michael Zeitlin
 President of Magic Earth LLC, and
 President of Magic Earth, Inc.

#90052

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 01/31/2001
010050205 - 3094633