

07-03-2002  
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**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

6-27-02

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 # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

**Conveyance Type**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  
Effective Date  
Month Day Year \_\_\_\_\_
- Change of Name
- Other Plan of Conversion - Nevada

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Janus International Holding Company

06/20/02

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Nevada

**Receiving Party**

Mark if additional names of receiving parties attached

Name Janus International Holding LLC

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 639 Isbell Road

Address (line 2) Suite 390-0

Address (line 3) Reno

Nevada

89509

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Nevada

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.)

07/02/2002 LUPELLER 00000124 501649 75817581

FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 1300.00 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

**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)**

**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.

David J. Davis

6/20/2002

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

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Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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**Trademark Application Number(s)**

**Registration Number(s)**

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2181919	1840081	1982645
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**TRADEMARK**

**REEL: 002530 FRAME: 0580**

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**  
Enter Additional Conveying Party

Mark If additional names of conveying parties attached

Execution Date  
Month Day Year

Name



Formerly

Individual     General Partnership     Limited Partnership     Corporation     Association

Other

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**Receiving Party**

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**Trademark Application Number(s)**

**Registration Number(s)**

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2466579	1982646	1591265
2559997	1469365	1731583
2349309	1981224	
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**PLAN OF CONVERSION**  
**OF**  
**JANUS INTERNATIONAL HOLDING COMPANY**  
**(a Nevada corporation)**

**THIS PLAN OF CONVERSION** (this "Plan") is dated as of March 27, 2002, and is adopted by Janus International Holding Company, a Nevada corporation (the "Corporation"), whose principal address is 639 Isbell Road, Suite 390-O, Reno, Nevada 89509.

The Corporation desires to effect a reorganization in which the Corporation will be converted (the "Conversion") into Janus International Holding LLC, a Nevada limited liability company (the "LLC"), whose principal address shall be 639 Isbell Road, Suite 390-O, Reno, Nevada 89509, as a result of which the Corporation shall continue its existence as a limited liability company under the laws of the State of Nevada.

The Conversion shall be accomplished by articles of conversion (the "Articles") which contain such provisions as are required by applicable law and all regulatory authorities having jurisdiction over the transaction, consistent with the terms specified herein.

**ARTICLE I**

**THE CONVERSION AND RELATED MATTERS**

**1.1 Filing of the Articles of Conversion.** The Conversion will become effective at 5:10 a.m., Pacific Standard time, April 1, 2002 (the "Effective Time").

**1.2 The Conversion.** At the Effective Time (i) the Corporation will continue to exist without interruption but in the form of a limited liability company governed by the Articles of Organization of the LLC attached hereto as Exhibit A, (ii) all property owned by the Corporation shall vest in the LLC, (iii) all debts, liabilities and other obligations of the Corporation shall become the debts, liabilities and obligations of the LLC, and (iv) any actions or proceedings pending by or against the Corporation may be continued by or against the LLC without substitution of parties, all as more fully provided under the applicable provisions of the Nevada Limited Liability Company Act.

**1.3 Manner of Conversion of Stock.** At the Effective Time, all of the outstanding shares of common stock, \$0.01 par value, of the Corporation issued and outstanding immediately prior thereto shall, by virtue of the Conversion and without any action by the Corporation, the holder of such shares or any other person, be converted into 1,000 Class A Shares of membership interests in the LLC.

**1.4 Changes in Structure of Transaction.** Notwithstanding anything in this Plan to the contrary, if at any time after the date hereof, but prior to the Effective Time, it shall appear that a change in the structure of the transaction contemplated hereby shall be necessary or

desirable to comply with applicable law or the requirements of regulatory authorities having jurisdiction over the transaction or for any other reason, the Corporation may make such changes in this Plan, the Articles and other documents contemplated hereby and in taking such other actions as may be required to effectuate such changes.

**ARTICLE II**

**TERMINATION OF THE PLAN**

2.1 **Termination of Plan.** Anything herein contained to the contrary notwithstanding, this Plan and the Articles may be terminated at any time prior to the Effective Time, whether before or after approval by stockholders or the filing of the Articles.

**ARTICLE III**

**GENERAL**


3.1 **Amendments.** Subject to applicable law, this Plan or the Articles may be amended at any time prior to the Effective Time, whether before or after approval by stockholders or the filing of the Articles.

3.2 **Governing Law.** This Plan shall be governed by and construed in accordance with the internal laws of the State of Nevada without taking into account provisions regarding choice of law.

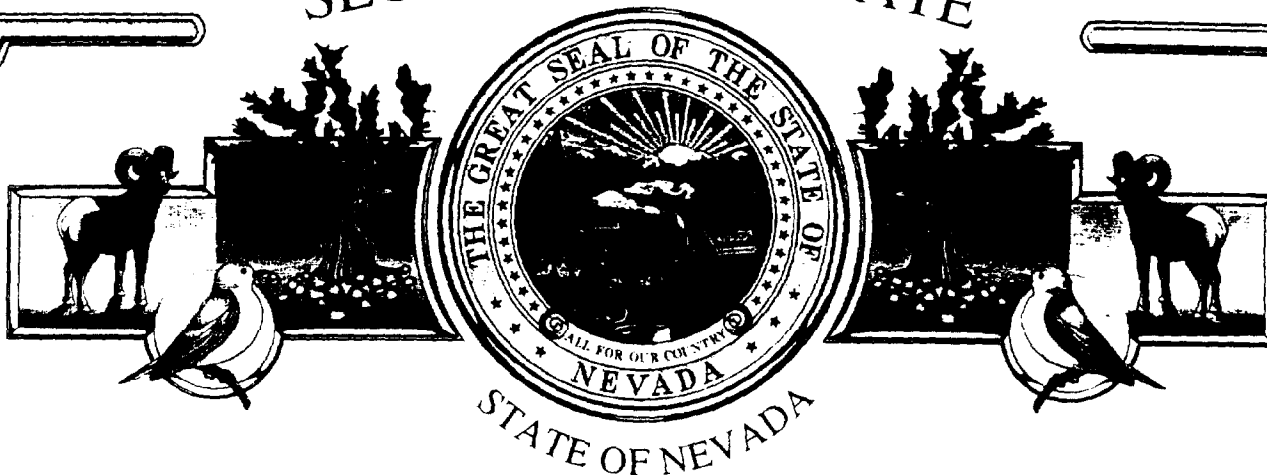
3.3 **Headings.** The description headings of the several articles and sections of this Plan are inserted for convenience only and do not constitute a part of this Plan.

IN WITNESS WHEREOF, this Plan has been executed on behalf of the Corporation by its officers thereunto duly authorized, all as of the date set forth above.

JANUS INTERNATIONAL HOLDING  
COMPANY

By:  CF  
Name: Thomas A. Effly  
Title: Vice President

# SECRETARY OF STATE



## LIMITED-LIABILITY COMPANY CHARTER

I, DEAN HELLER, the Nevada Secretary of State, do hereby certify that **JANUS INTERNATIONAL HOLDING LLC** did on **March 28, 2002**, file in this office the Articles of Organization for a Limited-Liability Company, that said Articles are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain the provisions required by the laws governing Limited-Liability Companies in the State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, on **March 29, 2002**.

Secretary of State

By

Certification Clerk



MAR 28 2002

IN THE OFFICE OF  
*Dea Hill*  
DEAN HILL, JR. SECRETARY OF STATE**ARTICLES OF ORGANIZATION**

OF

**JANUS INTERNATIONAL HOLDING LLC**  
(a Nevada limited liability company)

The undersigned natural person of the age eighteen years or more, acting as organizer for Janus International Holding LLC, a limited liability company under the Nevada Limited Liability Company Act (the "Company"), adopts the following Articles of Organization for said Company:

- FIRST:** The name of the Company is Janus International Holding LLC. The address of the principal place of business of the Company is 639 Isbell Road, Suite 390-O, Reno, Nevada 89509.
- SECOND:** The name and address of the Company's registered agent for purpose of service of process is National Registered Agents, Inc. of NV, 1000 East William Street, Suite 204, Carson City, Nevada 89701.
- THIRD:** The Company shall have perpetual existence and have all powers that are allowed to limited liability companies organized and existing under the Nevada Limited Liability Company Act, and is authorized to carry on any lawful business.
- FOURTH:** The Company will be managed under the authority of its members. The name and business address of the initial member is:
- Janus Holdings Corporation  
639 Isbell Road, Suite 390-O  
Reno, Nevada 89509
- FIFTH:** The effective time of the organization shall be upon the effectiveness of the Articles of Conversion of Janus International Holding Company into Janus International Holding LLC at 5:10 a.m., Pacific Standard time, on April 1, 2002.

[Signature Page to Follow]



IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed as of this 27th day of March, 2002.

  
Name:

CURT R. FOUST

Organizer

100 Fillmore Street  
Denver, CO 80206-4928

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STATE OF NEVADA  
Secretary of State  
I hereby certify that this is a true and  
complete copy of the document as filed  
in this office

MAR 29 2002

By  \_\_\_\_\_  
Dean Heller

**TRADEMARK**  
**REEL: 002530 FRAME: 0587**

FILED #C32757-

MAR 28 2002

IN THE OFFICE OF  
DEAN HELLER SECRETARY OF STATE

**ARTICLES OF CONVERSION**  
**OF**  
**JANUS INTERNATIONAL HOLDING COMPANY**  
**(a Nevada corporation)**  
**INTO**  
**JANUS INTERNATIONAL HOLDING LLC**  
**(a Nevada limited liability company)**

**PURSUANT TO SECTIONS 92A.111 AND 92A.120 OF THE NEVADA REVISED STATUTES**

The undersigned company hereby certifies that:

**FIRST:** The names and states of incorporation or formation, as applicable, of the constituent entity and resulting entity are as follows:

<u>Constituent Entity Name</u>	<u>State of Incorporation or Formation</u>
Janus International Holding Company	Nevada
<u>Resulting Entity Name</u>	
Janus International Holding LLC	Nevada

**SECOND:** The Plan of Conversion has been adopted by Janus International Holding Company in compliance with Section 92A.120 of the Nevada Revised Statutes.

**THIRD:** As a result of the conversion, the name of the resulting entity is Janus International Holding LLC, a Nevada limited liability company.

**FOURTH:** The effective time of the conversion shall be 5:10 a.m., Pacific Standard time, on April 1, 2002. The existence of the resulting entity Janus International Holding LLC will not begin until that effective time.

**FIFTH:** The executed Plan of Conversion is attached hereto as Exhibit A.


**SIXTH:** The executed Articles of Organization of Janus International Holding LLC, the resulting entity, to be filed in compliance with Chapter 86 of the Nevada Revised Statutes, is attached hereto as Exhibit B.

**SEVENTH:** The executed Certificate of Acceptance of Appointment for Registered Agent is attached hereto as Exhibit C.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has caused these Articles of Conversion to be signed by a duly authorized person as of this 27th day of March, 2002.

Janus International Holding Company

By:  *at*  
Name: Thomas A. Early  
Title: Vice President

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**PLAN OF CONVERSION**  
**OF**  
**JANUS INTERNATIONAL HOLDING COMPANY**  
**(a Nevada corporation)**

THIS PLAN OF CONVERSION (this "Plan") is dated as of March 27, 2002, and is adopted by Janus International Holding Company, a Nevada corporation (the "Corporation"), whose principal address is 639 Isbell Road, Suite 390-O, Reno, Nevada 89509.

The Corporation desires to effect a reorganization in which the Corporation will be converted (the "Conversion") into Janus International Holding LLC, a Nevada limited liability company (the "LLC"), whose principal address shall be 639 Isbell Road, Suite 390-O, Reno, Nevada 89509, as a result of which the Corporation shall continue its existence as a limited liability company under the laws of the State of Nevada.

The Conversion shall be accomplished by articles of conversion (the "Articles") which contain such provisions as are required by applicable law and all regulatory authorities having jurisdiction over the transaction, consistent with the terms specified herein.

**ARTICLE I**  
**THE CONVERSION AND RELATED MATTERS**

1.1 **Filing of the Articles of Conversion.** The Conversion will become effective at 5:10 a.m., Pacific Standard time, April 1, 2002 (the "Effective Time").

1.2 **The Conversion.** At the Effective Time (i) the Corporation will continue to exist without interruption but in the form of a limited liability company governed by the Articles of Organization of the LLC attached hereto as Exhibit A, (ii) all property owned by the Corporation shall vest in the LLC, (iii) all debts, liabilities and other obligations of the Corporation shall become the debts, liabilities and obligations of the LLC, and (iv) any actions or proceedings pending by or against the Corporation may be continued by or against the LLC without substitution of parties, all as more fully provided under the applicable provisions of the Nevada Limited Liability Company Act.

1.3 **Manner of Conversion of Stock.** At the Effective Time, all of the outstanding shares of common stock, \$0.01 par value, of the Corporation issued and outstanding immediately prior thereto shall, by virtue of the Conversion and without any action by the Corporation, the holder of such shares or any other person, be converted into 1,000 Class A Shares of membership interests in the LLC.

1.4 **Change in Structure of Transaction.** Notwithstanding anything in this Plan to the contrary, if at any time after the date hereof, but prior to the Effective Time, it shall appear that a change in the structure of the transaction contemplated hereby shall be necessary or

desirable to comply with applicable law or the requirements of regulatory authorities having jurisdiction over the transaction or for any other reason, the Corporation may make such changes in this Plan, the Articles and other documents contemplated hereby and in taking such other actions as may be required to effectuate such changes.

**ARTICLE II**

**TERMINATION OF THE PLAN**

2.1 **Termination of Plan.** Anything herein contained to the contrary notwithstanding, this Plan and the Articles may be terminated at any time prior to the Effective Time, whether before or after approval by stockholders or the filing of the Articles.

**ARTICLE III**

**GENERAL**


3.1 **Amendments.** Subject to applicable law, this Plan or the Articles may be amended at any time prior to the Effective Time, whether before or after approval by stockholders or the filing of the Articles.

3.2 **Governing Law.** This Plan shall be governed by and construed in accordance with the internal laws of the State of Nevada without taking into account provisions regarding choice of law.

3.3 **Headings.** The description headings of the several articles and sections of this Plan are inserted for convenience only and do not constitute a part of this Plan.

IN WITNESS WHEREOF, this Plan has been executed on behalf of the Corporation by its officers thereunto duly authorized, all as of the date set forth above.

JANUS INTERNATIONAL HOLDING  
COMPANY

By:  CF  
Name: Thomas A. Early  
Title: Vice President

**ARTICLES OF ORGANIZATION**

**OF**

**JANUS INTERNATIONAL HOLDING LLC  
(a Nevada limited liability company)**

The undersigned natural person of the age eighteen years or more, acting as organizer for Janus International Holding LLC, a limited liability company under the Nevada Limited Liability Company Act (the "Company"), adopts the following Articles of Organization for said Company:

**FIRST:** The name of the Company is Janus International Holding LLC. The address of the principal place of business of the Company is 639 Isbell Road, Suite 390-O, Reno, Nevada 89509.

**SECOND:** The name and address of the Company's registered agent for purpose of service of process is National Registered Agents, Inc. of NV, 1000 East William Street, Suite 204, Carson City, Nevada 89701.

**THIRD:** The Company shall have perpetual existence and have all powers that are allowed to limited liability companies organized and existing under the Nevada Limited Liability Company Act, and is authorized to carry on any lawful business.

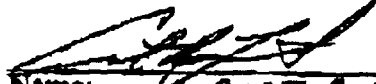
**FOURTH:** The Company will be managed under the authority of its members. The name and business address of the initial member is:

Janus Holdings Corporation  
639 Isbell Road, Suite 390-O  
Reno, Nevada 89509

**FIFTH:** The effective time of the organization shall be upon the effectiveness of the Articles of Conversion of Janus International Holding Company into Janus International Holding LLC at 5:10 a.m., Pacific Standard time, on April 1, 2002.

[Signature Page to Follow]

**IN WITNESS WHEREOF**, the undersigned has caused these Articles of Organization to be executed as of this 27th day of March, 2002.

  
Name: CURT R. FOUST  
Organizer

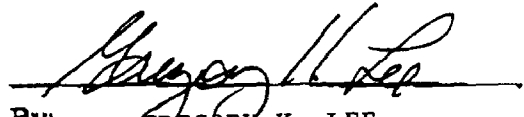
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**CERTIFICATE OF ACCEPTANCE  
OF  
APPOINTMENT BY RESIDENT AGENT**

In the matter of Janus International Holding LLC, a Nevada limited liability company, National Registered Agents, Inc. of NV ("NRAI"), whose address is 1000 East William Street, Suite 204, Carson City, Nevada 89701, hereby states that on March 28, 2002, NRAI accepted the appointment as resident agent for Janus International Holding LLC.

National Registered Agents, Inc. of NV



By: GREGORY K. LEE

Title: ASST. SEC.

Authorized Signature of Resident agent or Resident Agent Company

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**UNANIMOUS WRITTEN CONSENT OF  
THE SOLE STOCKHOLDER OF  
JANUS INTERNATIONAL HOLDING COMPANY**

Pursuant to Title 7, Section 78.320 of the Nevada Revised Statutes, the undersigned, being the sole stockholder ("Stockholder") of Janus International Holding Company, a Nevada corporation (the "Corporation"), acting without notice or a meeting, hereby waives notice and the holding of such meeting and consents to and adopts, and votes in favor of, the following resolutions:

**WHEREAS**, the directors of the Corporation have approved of and recommend to the Stockholder that the Stockholder approve the Corporation's conversion into Janus International Holding LLC, a Nevada limited liability company ("JIHLLC"), pursuant to the terms and conditions of the Plan of Conversion (the "Plan") in the form attached hereto as *Exhibit A*.

**NOW, THEREFORE, BE IT RESOLVED**, that the Stockholder hereby approves the Plan, together with such amendments as the officers of the Corporation deem in the best interests of the Corporation, and the transactions contemplated in the Plan.

**RESOLVED FURTHER**, that the transactions contemplated by the Plan are hereby approved, and the Stockholder hereby authorizes and directs that the officers of the Corporation consummate such transactions.

The undersigned hereby consents to the forgoing resolutions.

Janus Holdings Corporation

By: \_\_\_\_\_

Name: Gwen E. Royle

Title: Executive Vice President and Secretary

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Exhibit A