


08-07-2002

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

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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.

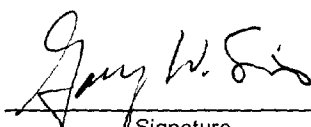
<p>1. Name of conveying party(ies): BrandMuscle, LLC <span style="float: right; font-size: 1.5em;">8-2-02</span></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State  <input checked="" type="checkbox"/> Other Limited Liability Company</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: BrandMuscle, Inc. Internal Address: 3 Commerce Park, Suite 950 Street Address: 23230 Chagrin Blvd. City: Beachwood State: OH Zip: 44122</p> <p><input type="checkbox"/> Individual(s) citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State Delaware  <input type="checkbox"/> Other</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:  <input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other</p> <p>Execution Date: 11/29/2000</p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/145301</p>	<p>B. Trademark Registration No.(s) 2,587,620</p>
Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Gary W. Smith Internal Address: Posternak, Blankstein, &amp; Lund LLP Street Address: 100 Charles River Plaza City: Boston State: MA Zip: 02114</p>	<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">2</span></p> <p>7. Total fee (37 CFR 3.41).....\$ 65.00  <input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p>
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**DO NOT USE THIS SPACE**

9. Signature.

Gary W. Smith

08/02/02

Name of Person Signing                      Signature                      Date

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

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

08/07/2002 AAHMED1 00000007 76145301

01 FC:481                      40.00 DP  
02 FC:482                      25.00 DP

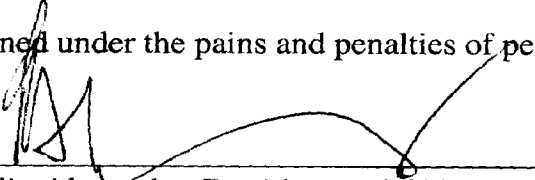
**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

**Declaration in Support of Assignment:**

I, Philip Alexander, declare as follows:

1. All statements made herein of my own knowledge are true and all statements made on information and belief are believed to be true.
2. I am aware that willful false statements are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of this Declaration and this application.
3. I am the President and Chief Executive Officer of BrandMuscle, Inc., a Delaware corporation, formerly known as BrandMuscle, LLC.
4. On or about November, 29, 2000, our company officially changed its name from BrandMuscle, LLC to BrandMuscle, Inc. BrandMuscle, LLC was the original applicant for the two marks in question. BrandMuscle, Inc. now maintains the applications.
5. I have attached to this affidavit a certified Certificate of Conversion from the Delaware Secretary of State as proof of my company's change of name.

Signed under the pains and penalties of perjury:

  
Philip Alexander, President and Chief Executive Officer, BrandMuscle, Inc.

Dated: 10/23/2001

State of Delaware  
Office of the Secretary of State

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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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "BRANDMUSCLE LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "BRANDMUSCLE LLC" TO "BRANDMUSCLE, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3186304 8100V

AUTHENTICATION: 1277799

010378821

DATE: 08-03-01

TRADEMARK  
REEL: 002557 FRAME: 0147

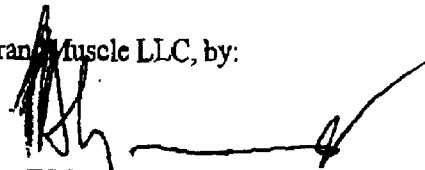
CERTIFICATE OF CONVERSION  
OF A LIMITED LIABILITY COMPANY  
TO  
A CORPORATION PURSUANT TO  
SECTION 265 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE

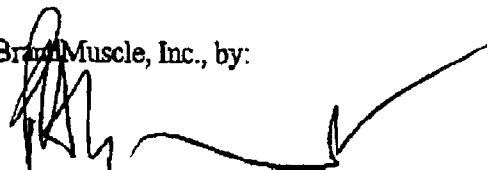
It is hereby certified that:

1. The limited liability company (the "Company") is formed under the laws of the State of Delaware.
2. The date the Company was first formed is:  
March 2, 2000
3. The name of the company immediately prior to the filing of this Certificate is:  
BrandMuscle LLC
4. The name of the corporation into which the company shall be converted is:  
BrandMuscle, 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: 11/10/00

BrandMuscle LLC, by:  
  
Philip Alexander, President

BrandMuscle, Inc., by:  
  
Philip Alexander, President

ID # 215150v01/12178-1  
11/6/2000