

Form PTO 1584
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
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):

Enyce, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation of Delaware
 Other

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: October 29, 2002

2. Name and address of receiving party(ies):

Name: Enyce, L.L.C.
Internal Address:
Street Address: 8 West 40th Street, Third Floor
City: State: Zip: New York, NY 10018

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other - 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

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark registration No.(s)
2,093,751; 2,338,404; 2,351,411; 2,393,046

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

Name: Francis J. Duffin
Internal Address: Wiggin & Dana LLP
Street Address: One Century Tower
City: New Haven, State: CT Zip: 06508-1832

CERTIFICATE OF FACSIMILE TRANSMISSION

I hereby certify that, on the date indicated below, this document was transmitted via telefacsimile to: Commissioner of Patent & Trademarks, Box Assignments, via telefacsimile to telefacsimile no. 703-306-5995.

Francis J. Duffin
Name (Print) Signature

(Date of Signature) *January 14, 2003*

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41):.....\$115.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 23-1665

(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.

Francis J. Duffin
Name of Person Signing

Francis J. Duffin
Signature

Total number of pages including cover sheet, attachments, and document: 4

1/14/2003
Date

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
(Submited Via Telefacsimile)

Delaware

PAGE 1

The First State

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 "ENYCE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ENYCE, INC." TO "ENYCE, L.L.C.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF NOVEMBER, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2632122 8100V

AUTHENTICATION: 2059593

020666676

DATE: 10-29-02

TRADEMARK

REEL: 002596 FRAME: 0883

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/29/2002
020666676 - 2632122

CERTIFICATE OF CONVERSION

converting

ENYCE, INC.
(a Delaware corporation)

to

ENYCE, L.L.C.
(a Delaware limited liability company)

(Pursuant to Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act)

The undersigned, acknowledging herself to be the Secretary and a Vice President of Enyce, Inc., a Delaware corporation, and being authorized to execute and file this Certificate of Conversion on behalf of Enyce, Inc., hereby certifies that:

1. The name of the corporation immediately prior to the filing of this Certificate is Enyce, Inc. (the "Corporation").
2. The Corporation was incorporated in the State of Delaware pursuant to an original Certificate of Incorporation filed with the Secretary of State of the State of Delaware on June 10, 1996.
3. The original name of the Corporation as set forth in the Certificate of Incorporation is Enyce, Inc.
4. The Corporation is converted hereby to a limited liability company under the laws of the State of Delaware. The name of the limited liability company as set forth in its Certificate of Formation is Enyce, L.L.C.
5. The conversion has been approved in accordance with Section 266 of the General Corporation Law of the State of Delaware.
6. The conversion shall become effective in accordance with the laws of the State of Delaware as of November 1, 2002.

IN WITNESS WHEREOF, I hereunto set my hand this 29th day of October, 2002.

ENYCE, INC.

By: /s/ Rose Carpenter (SEAL)
Name: Rose Carpenter
Title: Secretary and Vice President

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