

12-06-2002



102303591

To the Honorable Commissioner of

Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

PPD Development, LLC
3151 South 17th Street
Wilmington, NC 28412

12.2.02

- Individual(s)
- General Partnership
- Corporation - State: _____
- Other a Texas limited liability company

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

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

Name: PPD Development LP

Internal Address: _____

Street Address: 3151 South 17th Street

Wilmington, NC 28412

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

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) & addresses attached? Yes No

3. Nature of conveyance

- Assignment
- Security Agreement
- Other Conversion of limited liability company into a limited partnership

- Merger
- Change of Name

Execution Date 12/17/01

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

Trademark Application No.(s): 75/767,644

B. Trademark Registration No.(s) 2,437,386

Additional numbers attached? Yes No

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

Name: Christopher J. Hussin

Internal Address: SHERIDAN ROSS P.C.

Suite 1200

Street Address: 1560 Broadway

City Denver State CO ZIP 80202-5141

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed
 Authorized to be charged to deposit account.

8. Deposit account number: 19-1970

(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.

Christopher J. Hussin

Name of Person Signing

Christopher J. Hussin
Signature

11/22/2002
Date

Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

12/05/2002 DBYRNE 00000035 75767644

01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO COMMISSIONER FOR PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, DC 20231 ON 11/22/02

SHERIDAN ROSS P.C.

BY: Brenda Carpenter

ARTICLES OF CONVERSION
OF
PPD DEVELOPMENT, LLC

FILED
In the Office of the
Secretary of State of Texas
DEC 19 2001
Corporations Section

Pursuant to the provisions of Article 10.09 of the Texas Limited Liability Company Act and Section 2.15 of the Texas Revised Limited Partnership Act ("TRLPA"), the undersigned limited liability company does hereby adopt the following Articles of Conversion for the purpose of converting PPD DEVELOPMENT, LLC, a Texas limited liability company (the "Converting Entity"), into PPD DEVELOPMENT, LP, a Texas limited partnership (the "Converted Entity"), and does hereby certify as follows:

1. The name of the Converting Entity is PPD DEVELOPMENT, LLC. The Converting Entity is a limited liability company organized under the laws of the State of Texas.

2. A Plan of Conversion has been adopted and approved by the Converting Entity.

3. An executed Plan of Conversion is on file at the principal place of business of the Converting Entity, located at 3151 South 17th Street, Wilmington, North Carolina 28412. Such executed Plan of Conversion will be on file, from and after the conversion, at the principal place of business of the Converted Entity, which is located at 3151 South 17th Street, Wilmington, North Carolina 28412.

4. A copy of the Plan of Conversion will be furnished by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion), on written request and without cost, to any member of the Converting Entity and to any partner of the Converted Entity.

5. The approval of the Plan of Conversion was duly authorized by all action required by the laws of the State of Texas and by the Converting Entity's constituent documents.

6. The effective date of this conversion shall be December 31, 2001.

7. The Converted Entity shall be responsible for the payment of all fees and franchise taxes required by law and for which the Converting Entity was responsible prior to the conversion; and the Converted Entity shall be obligated to pay any and all such fees and franchise taxes if the same are not timely paid by the Converting Entity.

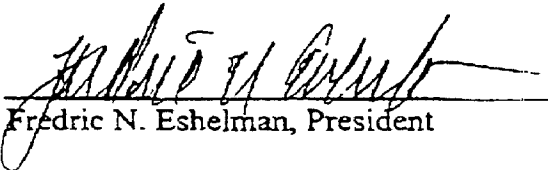
8. Contemporaneous with the filing of these Articles of Conversion, the Converted Entity will file with the Texas Secretary of State a Certificate of Limited Partnership for the Converted Entity which conforms in all respects with Section 2.01 of the TRLPA and which sets forth that the Converted Entity is being formed pursuant to a

Plan of Conversion which in all respects complies with Article 10.08 of the Texas Limited Liability Company Act.

[The remainder of this page intentionally left blank.]

DATED this 17th day of December, 2001.

PPD DEVELOPMENT, LLC,
a Texas limited liability company

By: 
Fredric N. Eshelman, President

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PPD DEVELOPMENT, LP**

This Certificate of Limited Partnership (this "Certificate") has been executed in connection with the formation of a limited partnership (the "Partnership") pursuant to the Texas Revised Limited Partnership Act (the "Act"). The undersigned constituting the sole general partner (the "General Partner") of the Partnership certifies that:

1. Name: The name of the Partnership is PPD Development, LP.
2. General Partner: The name and address of the General Partner of the Partnership is PPD GP, LLC, located at 3151 South 17th Street, Wilmington, North Carolina 28412.
3. Registered Office and Registered Agent: The name and address of the Partnership's registered agent is CT Corporation System, 350 North St. Paul Street, Suite 2900, Dallas, Texas 75201. The Partnership's registered agent is The Corporation Trust Company, a company that maintains a business office at the same address as the Partnership's registered office.
4. Principal Office. The address of the Partnership's principal office where records of the Partnership are to be kept or made available under Section 1.07 of the Act is 3151 South 17th Street, Wilmington, North Carolina 28412.
5. Formation. The Partnership is being formed pursuant to a Plan of Conversion under Section 2.15 of the Act and Article 10.09 of the Texas Limited Liability Company Act. The name of the converting entity is PPD Development, LLC, a limited liability company organized in the jurisdiction of the State of Texas on June 30, 2000, with an address at 3151 South 17th Street, Wilmington, North Carolina 28412.

IN WITNESS WHEREOF, the General Partner of the Partnership has caused this Certificate to be executed to be effective upon filing.

GENERAL PARTNER:

PPD GP, LLC,
a Delaware limited liability company

By: 
Fredric N. Eshelman, President