

12-20-2002

Form PTO-1594

(Rev. 03/01)

12/16/02



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U.S. DEPARTMENT OF COMMERCE

U.S. PATENT AND TRADEMARK OFFICE

To the honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, D.C. 20231. Attached original document or copy thereof:

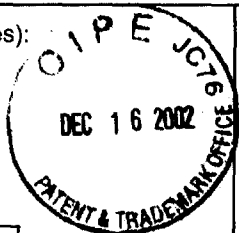
1. Name of Conveying Party(ies):

RIDGWAY'S, INC.  
5711 HILCROFT  
HOUSTON, TEXAS 77036

- Individual(s)
- General Partnership
- Corporation-State
- Other:

- Association
- Limited Partnership
- TEXAS

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



2. Name and Address of Receiving Party(ies):

RIDGWAY'S, LTD.

Street Address: 6300 GULFTON

City: HOUSTON

State/Country: TEXAS Postal Code: 77002

- Individual Citizenship
- Association
- General Partnership

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: CONVERSION

Execution Date: SEPTEMBER 26, 2001

Limited Partnership 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) and address(es) attached?  Yes  No

4. Application Number(s) or Registration Number(s):

A. Trademark Application Number(s):

B. Trademark Registration Number(s): 722,848

Additional numbers attached?  Yes  No

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

CUSTOMER NUMBER 00136 -or-  
JACOBSON HOLMAN PLLC  
400 Seventh Street, N.W.  
Washington, D.C. 20004-2218  
Tel. 202-638-6666

Attorney Docket Number: 4756/T-9190

6. Total number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.41): \$40.00  
 Enclosed  
 Any deficiencies in enclosed fees are authorized to be charged to Deposit Account No. 06-1358.

DO NOT USE THIS SPACE

8. 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.

MATTHEW J. CUCCIAS

December 16, 2002

Name of Person Signing

Signature

Date

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

6



# The State of Texas

## SECRETARY OF STATE CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

**RIDGWAY'S, INC.**  
Filing Number: 9818900

converting to

**Ridgway's, Ltd.**  
Filing Number: 800015512

have been received in this office and found to conform to law. **ACCORDINGLY**, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: September 28, 2001

Effective: September 30, 2001 @ 11:59 p.m.



Henry Cuellar  
Secretary of State

TRADEMARK

REEL: 002636 FRAME: 0304

# The State of Texas



Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697

Phone: 512-463-5555  
Fax: 512-463-5709  
TTY (800) 735-2989  
[www.sos.state.tx.us](http://www.sos.state.tx.us)

Henry Cuellar, Ph.D.  
Secretary of State

October 3, 2001

CT Corporation System  
701 Brazos  
Suite 430  
Austin, Texas 78701

RE: Ridgway's, Ltd.  
FILE NUMBER: 800015512

The following instrument has been filed in this office:

## Certificate of Limited Partnership

If you enclosed an extra copy of the instrument with your submission we are returning a file stamped copy for your records. Receipt of your remittance in payment of the filing fee is acknowledged by this letter. Should you require further information or assistance, please call (512) 463-5583.

Sincerely yours,

*Lorna Wassdorf*

Lorna Wassdorf  
Deputy Assistant Secretary  
Statutory Filings Division

SEP 28 2001

ARTICLES OF CONVERSION

Corporations Section

Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act (the "TBCA") and Section 2.15 of the Texas Revised Limited Partnership Act (the "Partnership Act"), the undersigned entity certifies the following articles of conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the TBCA and the Partnership Act.

1. The name of the converting entity is RIDGWAY'S, INC. (hereinafter, the "*Converting Corporation*"), which is a corporation organized and incorporated in accordance with the laws of the State of Texas.

2. A Plan of Conversion and Reorganization (the "*Plan*") was approved and adopted in accordance with the provisions of Article 5.17 of the TBCA providing for the conversion of the Converting Corporation into RIDGWAY'S, LTD. (the "*Converted Partnership*"), which is a limited partnership formed and organized in accordance with the laws of the State of Texas.

3. An executed Plan is on file at the principal place of business of the Converting Corporation at 5711 Hillcroft, Houston, Texas 77036, and, from and after the conversion, an executed Plan will be on file at the principal place of business of the Converted Partnership at 5711 Hillcroft, Houston, Texas 77036.

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

5. The number of outstanding shares of the Converting Corporation and, if the shares of any class or series are entitled to vote as a class to approve the Plan, the designation and number of shares of each such class or series, are as follows:

<u>Number of Shares</u> <u>Outstanding</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to</u> <u>Vote as a Class or Series</u>
1,068	Common Stock	1,068

6. The number of shares, not entitled to vote only as a class, voted for and against the Plan, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the Plan, respectively, are as follows:

<u>Number of Shares</u> <u>Outstanding</u>	<u>Class or Series</u>	<u>Number of</u> <u>Shares Voted</u>
1,000	Common Stock	FOR ..... 1,068 AGAINST ..... 0

7. The approval of the Plan was duly authorized by all action required by the laws under which the Converting Corporation was incorporated and by its constituent documents.

8. The certificate of limited partnership of the Converted Partnership has been filed with the Secretary of State of Texas in accordance with the provisions of the Texas Revised Limited Partnership Act.

9. The Converted Partnership will assume all liability and be responsible for the payment of all fees and franchise taxes owed by the Converting Corporation.

10. The conversion of the Converting Corporation to the Converted Partnership is to become effective at 11:59 p.m., central time, on September 30, 2001.

**[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

DATED: September 26<sup>th</sup>, 2001, to be effective as of the date and time set forth in Section 10, above.

RIDGWAY'S, INC., a Texas corporation

By:   
Name: MARK LEGG  
Title: LCO