

04-04-2003

Form PTO-1594 (Rev. 03/01) 3-14-03 RE
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

102410221

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Texace Corporation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Texace, L.L.P.
Internal
Address: _____
Street Address: 402 W. Nueva Street
City: San Antonio State: Texas Zip: 78207
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other limited liability partnership
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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Conversion to L.L.P.
Execution Date: March 31, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No. (s)
B. Trademark Registration No.(s)
See 1 in Addendum
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Akin Gump Strauss Hauer & Feld LLP
Internal Address: ATTN: Kirt S. O'Neill
P.O. Box 12870
Street Address: _____
04/03/2003 TDIAZ1 00000098 010477 2543886
01 FC: 6521 40.00 CH
02 FC: 6522 150.00 CH
City: San Antonio State: Texas Zip: 78212

6. Total number of applications and registrations involved: 7
7. Total fee (37 CFR 3.41) ... \$ 190.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
01-0477
(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.
Kirt S. O'Neill Kirt S. O'Neill March 11, 2003
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document 7

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

TRADEMARK
REEL: 002706 FRAME: 0236

Addendum

2,543,886; 2,349,208; 2,001,984; 1,989,143; 1,532,093; 1,489,465; 1,485,369;

APR 03 2001

Corporations Section

ARTICLES OF CONVERSION
OF
TEXACE CORPORATION
INTO
TEXACE, L.L.P.

Pursuant to the provisions of Article 5.17 of the Texas Business Corporation Act and Article 9.05 of the Texas Revised Partnership Act, the undersigned converting entity certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Revised Partnership Act.

1. A Plan of Conversion was approved and adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act providing for the conversion of Texace Corporation, a corporation incorporated under the Texas Business Corporation Act into Texace, L.L.P., a Texas general partnership, which is also a Texas registered limited liability partnership.

2. An executed Plan of Conversion is on file at the principal place of business of the converting entity, Texace Corporation, which is 402 W. Nueva, San Antonio, Texas 78207. An executed Plan of Conversion will be on file from and after the conversion at the principal place of business of the converted entity, Texace, L.L.P., which is 402 W. Nueva, San Antonio, Texas 78207.

3. A copy of the Plan of Conversion will be furnished by the converting entity, Texace Corporation (prior to the conversion), or the converted entity, Texace, L.L.P. (after the conversion), on the request and without cost to any shareholder of the converting entity or any partner of the converted entity.

4. The approval of the Plan of Conversion was duly authorized by all action required by the laws under which Texace Corporation is incorporated and by its constituent documents. The converting entity, Texace Corporation, has one thousand (1,000) shares outstanding consisting of one thousand (1,000) shares of voting common stock.

5. The holders of all one thousand (1,000) shares of common stock outstanding and entitled to vote on the Plan of Conversion voted for the Plan of Conversion.

6. Two copies of the Application for Registered Limited Liability Partnership of Texace, L.L.P., which is to be created pursuant to the Plan of Conversion are being filed with the Secretary of State with these Articles of Conversion.

7. The converted entity, Texace, L.L.P., hereby assumes and will be liable for payment of all fees, franchise taxes and other liabilities of the converting entity, Texace Corporation

8. The conversion will become effective at 12:01 a.m. on April 3, 2001 in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act and Article 9.06 of the Texas Revised Partnership Act and Section 2.12 of the Texas Revised Limited Partnership Act.

Executed on this 31st day of March, 2001.

TEXACE CORPORATION

By: B.W. Coleman
Bob W. Coleman, President

EXHIBIT "A"

PLAN OF CONVERSION OF
TEXACE CORPORATION,
A TEXAS CORPORATION,
INTO
TEXACE, L.L.P.,
A TEXAS REGISTERED LIMITED LIABILITY PARTNERSHIP

1. Name of the Converting Entity and the Converted Entity. The name of the converting entity is Texace Corporation, a Texas Corporation, and the name of the converted entity is Texace, L.L.P., a Texas registered limited liability partnership.

2. Continuance. The converting entity, Texace Corporation, is continuing its existence in the form of a general partnership, which is also a registered limited liability partnership, under the laws of the State of Texas and under the name of the converted entity, Texace, L.L.P.

3. Statement as to Type of Entity. The converted entity, Texace, L.L.P., is to be a general partnership, which is also a registered limited liability partnership, organized under and governed by the laws of the State of Texas.

4. Manner of Converting Shares. Each share of the common stock of Texace Corporation will be converted into one (1) unit of general partnership ownership of the converted entity, Texace, L.L.P.

5. Registered Limited Liability Partnership Application. Attached as Exhibit "A" hereto is the Registered Limited Liability Partnership Application of the converted entity, Texace, L.L.P., a Texas general partnership, which is also a registered limited liability partnership.

6. Steps of Conversion. Each of the shares of common stock of Texace Corporation will be converted into one (1) unit of general partnership ownership in Texace, L.L.P., which is also a registered limited liability partnership.

7. Effective Date. This Plan of Conversion is to be effective at 12:01 a.m. on April 3, 2001.

The undersigned, constituting all of the directors of the converting entity, Texace Corporation, do hereby adopt this Plan of Conversion on this 31st day of March, 2001.

EXHIBIT "A"

B. W. Coleman
Bob W. Coleman

Ann Coleman
Ann Coleman

Jack B. Phillips, Jr.
Jack B. Phillips, Jr.



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

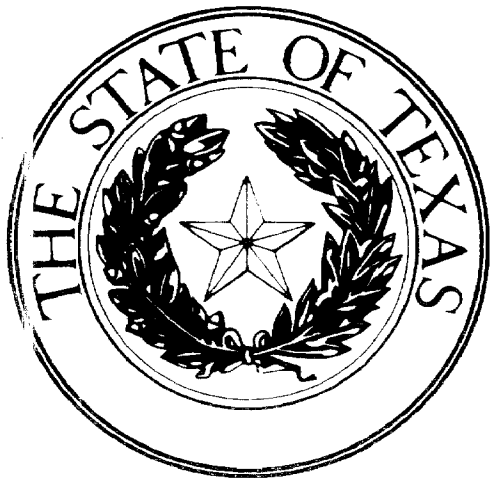
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

TEXACE CORPORATION
a Texas corporation
converting to
TEXACE, L.L.P.
an other entity

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: April 3, 2001

Effective: April 3, 2001 12:01 a.m.



Henry Cuellar
Secretary of State