

04-24-2003



Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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.

1. Name of conveying party(ies):

Somero Enterprises, Inc. **4-21-03**

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other _____

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

2. Name and address of receiving party(ies)

Name: Somero Enterprises, LLC

Internal

Address: _____

Street Address: 82 Fitzgerald Drive

City: Jaffrey State: NH Zip: 03105-0326

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Conversion

Execution Date: 12/13/02

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

A. Trademark Application No.(s)

76/465,632

76/465,633

B. Trademark Registration No.(s)

2,681,053

Additional number(s) attached Yes No

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

Name: Roberta L. Christensen

Internal Address: Koley Jessen P.C.

A Limited Liability Organization

Street Address: One Pacific Place

1125 S. 103rd St., Ste. 108

City: Omaha State: NE Zip: 68124

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41)..... \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0771

(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.

Roberta L. Christensen

Name of Person Signing

Roberta L. Christensen

Signature

4/14/03

Date

04/23/2003 EDCOOPER 00000175 76465632

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

01 FC:8521
02 FC:8522

40.00
50.00

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

TRADEMARK
REEL: 002717 FRAME: 0130

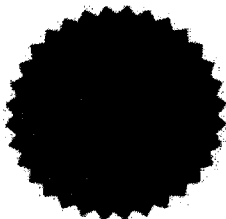
Delaware

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 "SOMERO ENTERPRISES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SOMERO ENTERPRISES, INC." TO "SOMERO ENTERPRISES, LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3444562 8100V

AUTHENTICATION: 2168870

020795013

DATE: 12-24-02

TRADEMARK

REEL: 002717 FRAME: 0131

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM
SOMERO ENTERPRISES, INC.
INTO
SOMERO ENTERPRISES, LLC

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

Somero Enterprises, Inc., a business corporation of the State of Delaware duly organized and existing under the laws of the State of Delaware, in order to convert itself into a limited liability company of the State of Delaware, does hereby certify as follows:

FIRST: Somero Enterprises, Inc. was formed as a corporation of the State of Delaware pursuant to a Certificate of Incorporation filed on October 17, 2001 with the Secretary of State of the State of Delaware.

SECOND: The name of the limited liability company immediately after the filing of this Certificate of Conversion shall be Somero Enterprises, LLC.

THIRD: The conversion of Somero Enterprises, Inc. into Somero Enterprises, LLC has been approved, in accordance with Section 266 of the General Corporation Law of the State of Delaware, by resolution adopted by the Board of Directors of Somero Enterprises, Inc., dated December 23, 2002, and by unanimous written consent of the Stockholders of Somero Enterprises, Inc., dated December 23, 2002.

FOURTH: The conversion shall become effective at 11:59 p.m., Eastern Standard Time, on December 30, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of December 23, 2002.

SOMERO ENTERPRISES, INC.

By: 
Name: ROBERT F SCHEVLER
Title: SECRETARY

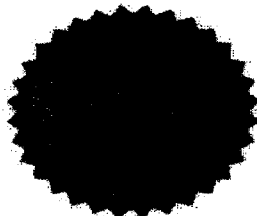
Delaware

PAGE 2

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 FORMATION OF "SOMERO ENTERPRISES, LLC" FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3444562 8100V

AUTHENTICATION: 2168870

020795013

DATE: 12-24-02

TRADEMARK
REEL: 002717 FRAME: 0133

CERTIFICATE OF FORMATION
OF
SOMERO ENTERPRISES, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplementary thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "Company") is Somero Enterprises, LLC.

SECOND: The address of the Company's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808, County of New Castle. The name of the registered agent at such address is Corporation Service Company.

THIRD: The effective time and date of the formation of Somero Enterprises, LLC is 11:59 p.m., Eastern Standard Time, on December 30, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of December 23, 2002.

Joseph Lonetto
Joseph Lonetto
Authorized Person

NEWYORK 4261360v1