

04-25-2003

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):

NCSN, LLC

4-22-03

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Delaware limited liability company

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Conversion

Execution Date: February 5, 2003

2. Name and address of receiving party(ies)

Name: NCSN, Inc.

Internal Address: Chelsea Piers

Street Address: Pier 62, Suite 314

City: New York State: NY Zip: 10011

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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) & address(es) attached? Yes No

OFFICE OF FEDERAL RECORDS FINANCE SECTION APR 22 AM 10 24

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

A. Trademark Application No.(s) 76453138; 76466569; 76466532; 76466531

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Todd Braverman, Esq.

Internal Address: Bryan Cave LLP

Street Address: 1290 Avenue of the Americas

City: New York State: NY Zip: 10104

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:

50-1821

(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.

Todd Braverman

Name of Person Signing

Todd Braverman

Signature

4/22/03

Date

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

04/24/2003 ECDOPER 00000135 76453138

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

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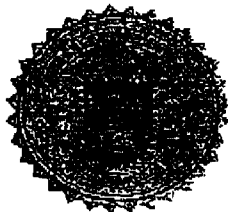
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# Delaware

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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "NCSN, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "NCSN, LLC" TO "NCSN, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF FEBRUARY, A.D. 2003, AT 5:09 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3524539 B100V

AUTHENTICATION: 2247978

030081317

DATE: 02-06-03

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REEL: 002717 FRAME: 0508

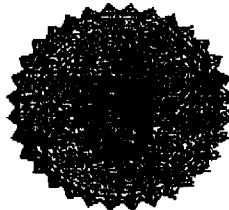
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY "NCSN, LLC" TO A DELAWARE CORPORATION OF "NCSN, INC.", WAS FILED IN THIS OFFICE ON THE SIXTH DAY OF FEBRUARY, A.D. 2003, AT 5:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION CEASED TO EXIST AS A LIMITED LIABILITY COMPANY OF THIS STATE AT THE EFFECTIVE DATE AND TIME OF THE FILING OF THE CERTIFICATE OF CONVERSION.



3524539 8317T  
030081412

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2247987

DATE: 02-06-03

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 05:09 PM 02/06/2003  
030081317 - 3524639

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO  
A CORPORATION PUSUANT TO SECTION 265  
OF THE DELAWARE GENERAL CORPORATION  
LAW AND SECTION 18-216 OF THE DELAWARE  
LIMITED LIABILITY COMPANY ACT**

The undersigned, in order to convert a Delaware limited liability company into a Delaware corporation pursuant to Section 265 of the Delaware General Corporation Law and Section 18-216 of the Delaware Limited Liability Company Act does hereby certify:

FIRST: The entity being converted is a limited liability company formed under the jurisdiction of the State of Delaware.

SECOND: The name of the limited liability company immediately prior to filing this Certificate is NCSN, LLC.

THIRD: The date the limited liability company was first formed is May 13, 2002.

FOURTH: The name of the corporation as set forth in the Certificate of Incorporation is NCSN, Inc.

FIFTH: Upon the occurrence of the filing of this Certificate of Conversion and the filing of the Certificate of Incorporation with the Secretary of State of the State of Delaware, (i) each Common Unit of NCSN, LLC shall convert automatically into one validly issued, fully paid and non-assessable share of common stock, par value \$.01 per share, of NCSN, Inc. and (ii) each Series A Convertible Preferred Unit of NCSN, LLC shall convert automatically into one validly issued, fully paid and non-assessable share of Series A convertible preferred stock, par value \$.01 per share, of NCSN, Inc.

By: /s/Brian Bedol  
Name: Brian Bedol  
Title: Chief Executive Officer

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