

Form PTO-1594

(Rev. 10/02)

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

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Site59.com, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 03/27/2002

2. Name and address of receiving party(ies)

Name: Site59.com, LLC

Internal

Address: _____

Street Address: 90 William Street, 16th Fl.

City: New York State: NY Zip: 10038

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

Other Limited Liability Company-Delaware

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

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

A. Trademark Application No.(s) 75/881,486,
75/881,487, and 78/098,576

B. Trademark Registration No.(s) 2,520,085,
2,526,112, 2,628,776, and 2,535,497

Additional number(s) attached Yes No

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

Name: Ginabeth Hutchison

Internal Address: Alston & Bird LLP

Street Address: One Atlantic Center
1201 West Peachtree street

City: Atlanta State: GA Zip: 30309-3424

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:

16-0605

DO NOT USE THIS SPACE

9. Signature.

Ginabeth Hutchison

Name of Person Signing

Ginabeth Hutchison

Signature

5/14/03

Date

Total number of pages including cover sheet, attachments, and document: 3

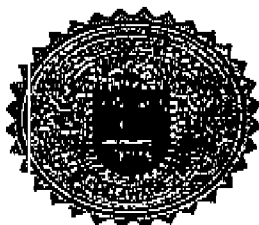
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Delaware

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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 "SITE59.COM, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SITE59.COM, INC." TO "SITE59.COM, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2002, AT 3:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1696983

DATE: TRADEMARK
REEL: 002750 FRAME: 0726

MAR 27 2002 13:24 FR LOCKE LIDDELL

214 740 8800 TO *8552*7847181724 P. 03/04

**CERTIFICATE OF CONVERSION
OF
SITE59.COM, INC.**

Pursuant to the provisions of the Delaware Limited Liability Company Act (6 Del C. § 18-101, *et seq.*), Site59.com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name of the corporation is Site59.com, Inc.


SECOND: That the date of filing of the corporation's original certificate of incorporation with the Secretary of State of Delaware was October 14, 1999.

THIRD: That the name of the limited liability company into which the corporation shall be converted is Site59.com, LLC.

FOURTH: That the conversion has been authorized by the stockholders and the Board of Directors of the corporation in accordance with the provisions of subsections (a) and (b) of section 266 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of March 27th, 2002.

SITE59.COM, INC.

By: 
Name: Andrew B. Steinberg
Title: Exec. Vice President

7847181724: DALLAS: 1021021.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 03/27/2002
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