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06-12-2003

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

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DEPARTMENT OF COMMERCE
Patent and Trademark Office

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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.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State - DE
- 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: _____
Address: _____

Street Address: 82 Fitzgerald Dr.

City: Jaffrey State: NH Zip: 03452

- 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: December 13, 2002

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

A. Trademark Application No.(s)

75-796,863

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: Mark A. Wright

Internal Address: _____

McLane, Graf, Raulerson &

Middleton, Professional Association

Street Address: 900 Elm Street

City: Manchester State: NH Zip: 03101

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

(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.

Mark A. Wright

Name of Person Signing

Signature

June

Date

Total number of pages including cover sheet, attachments, and document: 4

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

06/11/2003 6TON11 00000188 75796863

01 FC:8521

40.00 DP

TRADEMARK
REEL: 002751 FRAME: 0884

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

This public document:

2. *has been signed by Harriet Smith Windsor*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

Certified

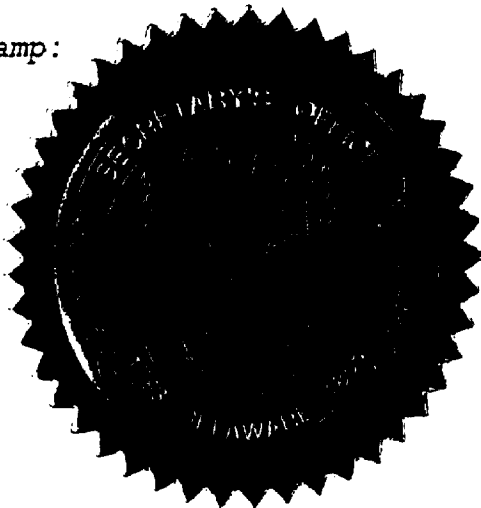
5. *at Dover, Delaware*

6. *the second day of January, A.D. 2003*

7. *by Secretary of State, Delaware Department of State*

8. *No. 0191159*

9. Seal/Stamp:



10. Signature:

Harriet Smith Windsor
Secretary of State

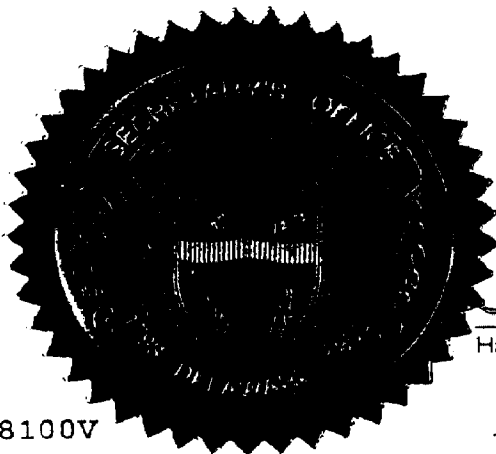
Delaware

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: 2183295

030000334

DATE: 01-02-03

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REEL: 002751 FRAME: 0886

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 SCHEWLER
Title: SECRETARY