

FORM PTO-1594  
(Rev. 6-93)

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

Atty Docket No. 39866.198415

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

1. Name of conveying party(ies):

**Synergistic International, Inc.**

- Individuals(s)
- General Partnership
- Corporation-State - Texas
- Other
- Association
- Limited Partnership

Additional names(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: March 15, 2004

2. Name and address of receiving party(ies)

Name: **Synergistic International LLC**

Internal Address:

Street Address: **1010-1020 North University Parks Dr.**

City: **Waco** State: **TX** Zip: **76707**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other **Texas Limited Liability Company**

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No N/A

Additional names(s) & address(es) attached?  Yes  No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,336,348; 1,066,929; 1,066,930; 2,589,464;  
2,353,731; 2,540,506; 1,075,690

Additional numbers attached?  Yes  No

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

Name: **William H. Brewster**

Internal Address: **Kilpatrick Stockton LLP**

Street Address: **1100 Peachtree St., Suite 2800**

City: **Atlanta** State: **GA** Zip: **30309**

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  
The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

**11-0860**

**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.

**Valetta A. Northcutt**

Name of Person Signing

Signature

Date

**4/1/04**

Total number of pages including cover sheet, attachments, and document: **13**

CH \$190.00 110860 2336348

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Geoffrey S. Connor  
Secretary of State

**Office of the Secretary of State**

**CERTIFICATE OF CONVERSION**

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

for

SYNERGISTIC INTERNATIONAL, INC.  
Filing Number: 150012600

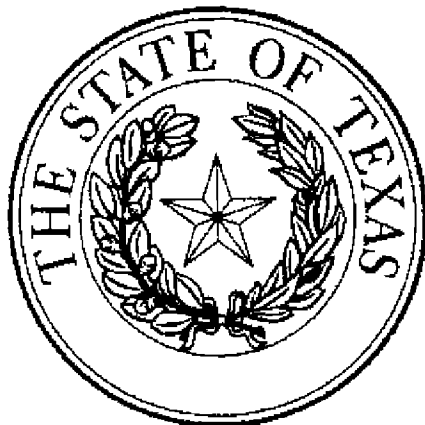
Converting it to

Synergistic International LLC  
Filing Number: 800316954

have been received in this office and have been 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.

Dated: 03/15/2004

Effective: 03/15/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor  
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>  
FAX(512) 463-5709

PHONE(512) 463-5555  
Prepared by: Debi Mojica

TTY7-1-1

**TRADEMARK**  
**REEL: 002825 FRAME: 0390**

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Geoffrey S. Connor  
Secretary of State

**Office of the Secretary of State**

**CERTIFICATE OF ORGANIZATION  
OF**

**Synergistic International LLC**  
Filing Number: 800316954

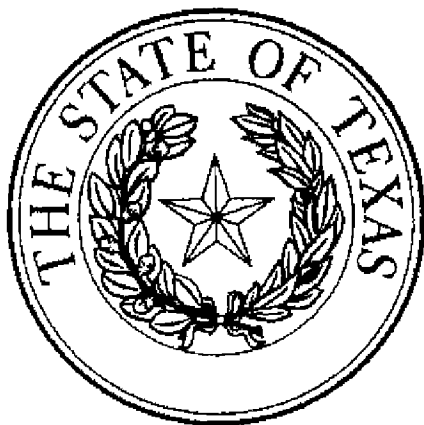
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Organization for the above named company have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Organization.

Issuance of this Certificate of Organization does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 03/15/2004

Effective: 03/15/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor  
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>  
FAX(512) 463-5709

PHONE(512) 463-5555  
Prepared by: Debi Mojica

TTY7-1-1

**TRADEMARK**  
**REEL: 002825 FRAME: 0391**

ARTICLES OF CONVERSION  
OF  
SYNERGISTIC INTERNATIONAL, INC.

FILED  
In the Office of the  
Secretary of State of Texas  
MAR 15 2004  
Corporations Section

These Articles of Conversion of SYNERGISTIC INTERNATIONAL, INC., a Texas corporation (the "Corporation") are made pursuant to Article 5.18 of the Texas Business Corporation Act (the "TBCA") and Article 10.09 of the Texas Limited Liability Company Act (the "TLLCA") and are hereby filed with the Secretary of State of the State of Texas pursuant to such Articles of the TBCA and the TLLCA.

WHEREAS, the Corporation has adopted a plan of conversion in its capacity as a corporation organized under and pursuant to the provisions of the TBCA, in accordance with the provisions of Article 5.17 of the TBCA and Article 10.08 of the TLLCA (the "Plan of Conversion"), pursuant to which the Corporation is converting into SYNERGISTIC INTERNATIONAL LLC, a Texas limited liability company (the "Converted Entity"); and

WHEREAS, the TBCA and the TLLCA requires the filing of these Articles of Conversion with the Secretary of State of the State of Texas in order to consummate the Plan of Conversion;

NOW, THEREFORE, the undersigned does hereby certify that:

- 1. PLAN OF CONVERSION. The Plan of Conversion is attached hereto as Exhibit A.
- 2. APPROVAL OF PLAN OF CONVERSION. The Plan of Conversion was duly authorized by all actions required under the TBCA and upon a vote of the holders of the issued and outstanding shares of common stock of the Corporation as follows:

| <u>Number of Shares Outstanding</u> | <u>Votes For the Plan of Conversion</u> | <u>Votes Against the Plan of Conversion</u> |
|-------------------------------------|---|---|
| 1,000                               | 1,000                                   | 0   |

There are no other classes or series of shares of the Corporation issued or outstanding.

- 3. ACCESS TO PLAN OF CONVERSION. An executed copy of the Plan of Conversion is and will remain on file before and after the date of conversion at the principal place of business of the Corporation and of the Converted Entity at 1010-1020 North University Parks Drive, Waco, Texas 76707, and a copy of the Plan of Conversion will be furnished by the Corporation (prior to the conversion) or by the Converted Entity (after the conversion) on written request and without cost to any shareholder or member (as the case may be) of the Corporation or of the Converted Entity.

- 4. FRANCHISE TAXES. The Converted Entity will be liable for the payment of all fees and franchise taxes of the Corporation required by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion on March 12, 2004, to be effective on the date of their filing with the Secretary of State of the State of Texas.

SYNERGISTIC INTERNATIONAL, INC.

By: 

Name: Loren Schlachter

Title: Vice President and Assistant Secretary

## PLAN OF CONVERSION

PURSUANT TO ARTICLE 5.17 OF THE TEXAS BUSINESS CORPORATION ACT (THE "TBCA") AND ARTICLE 10.08 OF THE TEXAS LIMITED LIABILITY COMPANY ACT (THE "TLLCA")

### ARTICLE I CONVERTING ENTITY/CONVERTED ENTITY

1.1 SYNERGISTIC INTERNATIONAL, INC., a Texas corporation (the "Converting Entity"), is converting into SYNERGISTIC INTERNATIONAL LLC, a Texas limited liability company (the "Converted Entity"), pursuant to the provisions set forth herein.

### ARTICLE II CONTINUANCE OF EXISTING OF CONVERTING ENTITY IN CONVERTED ENTITY; ORGANIZATIONAL STATUS OF CONVERTED ENTITY

2.1 From and after the Effective Date (as hereinafter defined) the Converting Entity will continue its existence in the organizational form of the Converted Entity.

2.2 The Converted Entity shall be a limited liability company formed under the TLLCA.

### ARTICLE III MANNER AND BASIS OF CONVERSION OF INTERESTS

3.1 The manner and basis of converting the shares of the Converting Entity into limited liability company interests in the Converted Entity shall be as follows:

- (a) Glass Doctor Holdings LLC, a Delaware limited liability company ("GDH"), owns 100% of the issued and outstanding stock (the "Stock") of the Converting Entity pursuant to the Instrument of Assignment and Assumption dated as of January 1, 2004 between The Dwyer Group, Inc., a Delaware corporation, and GDH.
- (b) Upon the conversion, the Stock will be converted into 100% of the limited liability company membership interests in the Converted Entity.

### ARTICLE IV ARTICLES OF ORGANIZATION; LIMITED LIABILITY COMPANY REGULATIONS OF CONVERTED ENTITY

4.1 The Articles of Organization of the Converted Entity is attached hereto as Exhibit A.

4.2 The Converted Entity shall operate pursuant to the terms of the Limited Liability Company Regulations (the "LLC Agreement"), effective as of the Effective Date, as amended from time to time by the members of the Converted Entity.

**EXHIBIT A**  
**PLAN OF CONVERSION**

MPI-15558v3

**ARTICLE V**  
**EFFECT OF CONVERSION; SUBSEQUENT ACTIONS**

5.1 On the Effective Date, the effect of the conversion shall be as provided by the applicable provisions of the TBCA and the TLLCA. Without limiting the generality of the foregoing, and subject thereto, on the Effective Date:

- (a) The Converting Entity shall become a Texas limited liability company governed by the laws of the State of Texas and the previous organizational form of the Converting Entity as a Texas corporation shall cease.
- (b) The Converted Entity shall be managed pursuant to the terms of the LLC Agreement of the Converted Entity.
- (c) The Converted Entity shall have all the rights, title, and interests to all real estate and other property owned by the Converting Entity in the Converted Entity's capacity as a limited liability company organized under the TLLCA, without reversion or impairment, without further act or deed, and without any transfer or assignment, subject to liens and other encumbrances thereon immediately prior to the Effective Date. The Converted Entity shall henceforth be responsible and liable for all the liabilities and obligations of the Converting Entity in its new organizational form as a Texas limited liability company, without impairment or diminution by reason of the conversion, including without limitation all liability for fees and franchise taxes payable to the State of Texas.

5.2 The conversion described herein is intended to qualify as a tax-free reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1968, as amended.

**ARTICLE VI**  
**EFFECTIVE DATE**


6.1 The conversion shall become effective on the date of filing of the Articles of Conversion with the Secretary of State of the State of Texas (the "Effective Date").

[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion on  
March 12, 2004, to be effective on the Effective Date.

SYNERGISTIC INTERNATIONAL, INC.,  
a Texas corporation

By:   
Name: Loren Schlachet  
Title: Vice President and Assistant Secretary

**Exhibit A**

**Articles of Organization of the Converted Entity**

MPI-15562v3

FILED  
In the Office of the  
Secretary of State of Texas

MAR 15 2004

**ARTICLES OF ORGANIZATION  
OF  
SYNERGISTIC INTERNATIONAL LLC**

Corporations Section

These Articles of Organization of Synergistic International LLC (the "Company") are made pursuant to Articles 3.01 and 3.02 of the Texas Limited Liability Company Act (the "Act") and are hereby filed with the Secretary of State of the State of Texas pursuant to Articles 3.03 and 3.04 of the Act.

WHEREAS, the Company is to be governed by and operated in accordance with those certain limited liability company regulations of the Company as of even date herewith (the "LLC Regulations"); and

WHEREAS, the LLC Regulations and the Act require the filing of these Articles of Organization with the Secretary of State of the State of Texas;

NOW, THEREFORE, the undersigned does hereby certify that:

1. Name. The name of the Company is Synergistic International LLC.
2. Period of Duration. The term of the Company shall be deemed to commence on the date of filing of these Articles of Organization with the Secretary of State of the State of Texas and shall be perpetual, unless earlier terminated pursuant to the terms of the LLC Regulations or the Act.
3. Purpose. The purpose of the Company shall be to engage in any lawful act or activity for which a limited liability company may be organized under the Act.
4. Initial Registered Office and Initial Registered Agent. The address of the Company's initial registered office is 1010-1020 North University Parks Drive, Waco, Texas 76707, and the name of the Company's initial registered agent at such address is James M. Johnston Jr.
5. Members. The Company will be managed by its sole member whose name and address is set forth below:

| Member                    | Address  |
|---------------------------|--|
| Glass Doctor Holdings LLC | 1010-1020 North University Parks Dr.<br>Waco Texas 76707 |

6. Plan of Conversion. The Company is being formed pursuant to a plan of conversion under Article 10.08 of the Act and Article 5.17 of the Texas Business Corporation Act.

7. Converting Entity. The name, address, prior form of organization, date of incorporation and jurisdiction of incorporation of the converting entity are set forth below:

Name: Synergistic International, Inc.  
Address: 1010-1020 North University Parks Dr.  
Waco Texas 76707  
Prior Form of Organization: Corporation  
Date of Incorporation: July 27, 1998  
Jurisdiction of Incorporation: Texas

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**IN WITNESS WHEREOF**, the undersigned has executed this Plan of Conversion on  
March 12, 2004, to be effective on the Effective Date.

**SYNERGISTIC INTERNATIONAL, INC.,**  
a Texas corporation

By: 

Name: Loren Schlachter

Title: Vice President and Assistant Secretary