

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion of Corporation to Limited Partnership

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Enfora, Inc.	Nextcell, Inc.	12/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Enfora, L.P.
Street Address:	661 East 18th Street
City:	Plano
State/Country:	TEXAS
Postal Code:	75074-5601
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2157208	SPIDER
Registration Number:	2563725	ENFORA
Registration Number:	2575712	POCKET SPIDER
Registration Number:	2575713	POCKET SPIDER
Registration Number:	2576306	ENFORA

CORRESPONDENCE DATA

Fax Number: (972)633-4444
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (972) 633-4400
 Email: rsamra@enfora.com
 Correspondent Name: Mark Weinzierl
 Address Line 1: 661 East 18th Street
 Address Line 4: Plano, TEXAS 75074-5601

NAME OF SUBMITTER:	Robert Samra
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Total Attachments: 3
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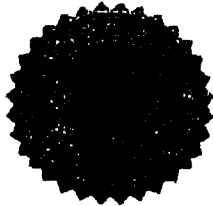
Delaware

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 CORPORATION UNDER THE NAME OF "ENFORA, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "ENFORA, INC." TO "ENFORA, L.P.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT 7:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 11:59 O'CLOCK P.M.



2986258 8100V

030840981

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2849657

DATE: 01-05-04

DEC-29-2003 18:22

State of Delaware
Secretary of State P.04
Division of Corporations
Delivered 07:57 PM 12/29/2003
FILED 07:57 PM 12/29/2003
SRV G30840981 - 2986258 FILE

**CERTIFICATE OF CONVERSION TO
LIMITED PARTNERSHIP OF
ENFORA, INC. TO ENFORA, L.P.**

This Certificate of Conversion to Limited Partnership has been duly executed and is being filed by Enfora GP, Inc., as general partner, to convert Enfora, Inc., a Delaware corporation (the "Other Entity"), to Enfora, L.P., a Delaware limited partnership (the "Limited Partnership"), under the Delaware Revised Uniform Limited Partnership Act (6 Del. C. § 17-101, et seq.).

1. The Other Entity was first incorporated on December 30, 1998. The jurisdiction of the Other Entity at the time it was first incorporated was Delaware.
2. The Other Entity was originally incorporated under the name of Nextcell, Inc. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Limited Partnership was Enfora, Inc.
3. The name of the Limited Partnership as set forth in its certificate of limited partnership is Enfora, L.P.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
5. The conversion of the Other Entity to the Limited Partnership shall be effective on December 31, 2003, at 11:59 p.m.

[signature page follows]

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DEC-29-2003 18:22

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Partnership to be effective as of the date and time written above.

LIMITED PARTNERSHIP:

ENFORA, L.P.

By **Enfora GP, Inc.**, its general partner

By: Mark A. Weinzler
Mark A. Weinzler
President

OTHER ENTITY:

ENFORA, INC.

By: Mark A. Weinzler
Mark A. Weinzler
President

DAL-68094.1