

10-29-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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): 10-2303 Somero Enterprises, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State DE [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: Somero Enterprises, LLC Internal Address: Street Address: 82 Fitzgerald Drive City: Jaffrey State: NH Zip: 03452 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [X] Other Limited Liability Company- DE If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [X] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [X] Other and Conversion Execution Date: December 30, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76-465,633; 76-465,632 B. Trademark Registration No.(s) 2,681,053; 1,827,217 Additional number(s) attached [X] Yes [] No See Attachment 1

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: 6 7. Total fee (37 CFR 3.41): \$ 165.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: n/a

DO NOT USE THIS SPACE

9. Signature. Mark A. Wright Name of Person Signing

[Handwritten Signature] Signature

10/21/03 Date

Total number of pages including cover sheet, attachments, and document: 5

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

10/29/2003 GTON11 00000049 76465633 01 FC:8521 40.00 DP 02 FC:8522 125.00 DP

TRADEMARK REEL: 002855 FRAME: 0351

Attachment 1

Registration Nos.:

2,113,602

1,940,293

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

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AUTHENTICATION: 2183295

030000334

DATE: 01-02-03

TRADEMARK
REEL: 002855 FRAME: 0353

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 SCHEUER
Title: SECRETARY

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