

11-03-2003



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

RE

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.

<p>1. Name of Conveying party(ies):</p> <p>TractManager, L.L.C.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership</p> <p><input type="checkbox"/> Corporation -</p> <p><input checked="" type="checkbox"/> Other - <u>Delaware limited liability company</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>TractManager, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>Park 80 West, Plaza II, 4<sup>th</sup> Floor</u></p> <p>City: <u>Saddlebrook</u> State: <u>NJ</u> Zip: <u>07663</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation - <u>Delaware</u></p> <p><input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representation designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Designation must be a separate document from assignment)</p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement              <input checked="" type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Executive Date: <u>January 2, 2003</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>76/421660; 76/421662</u></p>	<p>B. Trade Registration No. (s) <u>2,549,996; 2,549,997; 2,577,388; 2,577,389; 2,593,679; 2,603,589; 2,606,595</u></p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Matthew A. Pater, Esq.</u></p> <p>Internal Address: <u>Swidler Berlin Shereff Friedman, LLP</u></p> <p>Street Address: <u>3000 K Street, N.W., Suite 300</u></p> <p>City: <u>Washington</u> State: <u>DC</u> Zip: <u>20007</u></p>	<p>6. Total number of applications and registrations involved.: ..... 11</p> <p>7. Total fee (37 CFR 3.41) ..... \$ <u>290.00</u></p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>19-5127 (19482.0001)</u></p>

DO NOT USE THIS SPACE

9. Signature.

Matthew A. Pater, Esq.  October 29, 2003

Name of Person Signing                      Signature                      Date

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

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

10/31/2003 6TON11 00000040 195127 76421660

01 FC:6521 40.00 DA  
02 FC:6522 250.00 DA

TRADEMARK REEL: 002855 FRAME: 0700

**Registration Nos.**

2,763,704

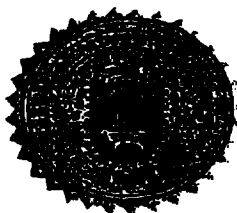
2,763,705

# 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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "TRACTMANAGER, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "TRACTMANAGER, LLC" TO "TRACTMANAGER, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 2003, AT 1 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2182068

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030001438

DATE: 01-02-03

TRADEMARK

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JAN-02-2003 12:22

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 01/02/2003  
030001438 - 3150488

**CERTIFICATE OF CONVERSION  
CONVERTING**

**TRACTMANAGER, LLC**  
A Delaware Limited Liability Company

**TO**

**TRACTMANAGER, INC.**  
A Delaware Corporation

This Certificate of Conversion is being filed for the purpose of converting TractManager, LLC, a Delaware limited liability company (the "Converting Company"), to a Delaware corporation to be named "TractManager, Inc." (the "Corporation") pursuant to Section 265 of the Delaware General Corporation Law, 8 Del. C. §§ 101 et seq. (the "DGCL"), and Section 18-216 of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act").

The undersigned, being an authorized person, does hereby certify as follows:

- FIRST:** The date on which the Converting Company was first formed is December 28, 1999.
- SECOND:** The name of the Converting Company immediately prior to the filing of this Certificate of Conversion was "TractManager, LLC".
- THIRD:** The name of the Corporation as set forth in its Certificate of Incorporation filed in accordance with Section 265(b) of the DGCL is "TractManager, Inc".
- FOURTH:** The Converting Company is a limited liability company formed under the laws of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the date set forth below.

TRACTMANAGER, LLC

By: /s/ Thomas A. Rizk  
Name: Thomas A. Rizk  
Title: Authorized Person

Dated: January 2, 2003