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11-14-2003

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

1. Name of conveying party(ies):
Gray Matter Holdings, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware Limited Liability Company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other conversion from LLC to corporation
- Merger
- Change of Name

Execution Date: 08/13/03

2. Name and address of receiving party(ies)

Name: 180s, Inc.
Internal
Address: _____

Street Address: 720 S. Montford Avenue

City: Baltimore State: MD Zip: 21224-3654

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

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

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

A. Trademark Application No.(s) 78249797
76975626, 76280409

B. Trademark Registration No.(s) 2602231

Additional number(s) attached Yes No

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

Name: Dana O. Lynch, Esquire

Internal Address: _____
Whiteford, Taylor & Preston L.L.P.

Street Address: Seven Saint Paul Street

City: Baltimore State: MD Zip: 21202

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

OPR/FINANCE

DO NOT USE THIS SPACE

9. Signature.

Dana O. Lynch
Name of Person Signing

Signature

11/10/03
Date

Total number of pages including cover sheet, attachments, and document: 3

11/13/2003 LMJELLER 00000193 78249797

01 FC:8521
02 FC:8522

40.00
75.00

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

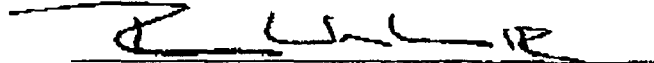
GRAY MATTER HOLDINGS, LLC

CERTIFICATE OF CONVERSION

Gray Matter Holdings, LLC (the "Company") desires to convert from a limited liability company to a corporation, in accordance with Section 265 of the Delaware General Corporation Law, and hereby certifies to the Delaware Secretary of State that:

1. The Company was first formed on May 28, 1997.
2. The Company is a limited liability company formed in the State of Delaware.
3. The name of the Company immediately prior to the filing of this Certificate of Conversion is: Gray Matter Holdings, LLC.
4. The name of the corporation to which the Company is being converted, as set forth in its certificate of incorporation, is: 180s, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 13th day of August, 2003.



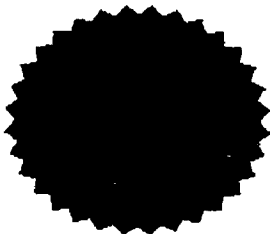
Name: Ronald L. Wilson, II
Title: Chief Executive Officer
Authorized Person

Delaware

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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 "GRAY MATTER HOLDINGS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "GRAY MATTER HOLDINGS, LLC" TO "180S, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF AUGUST, A.D. 2003, AT 1:48 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2581323

DATE: 08-13-03

TRADEMARK

REEL: 002864 FRAME: 0096

RECORDED: 11/10/2003