

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	corporate charter conversion

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Johnson Marketing Group, LLC		05/21/2003	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Johnson Marketing Group, Inc.
Street Address:	2503 Turtle Head Peak Drive
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89135
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2248533	MOJAVE

CORRESPONDENCE DATA	
Fax Number:	(760)340-6698
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(760) 568-2611
Email:	michael.andelson@bbklaw.com
Correspondent Name:	Best Best & Krieger LLP
Address Line 1:	74-760 Highway 111
Address Line 2:	Suite 200
Address Line 4:	Indian Wells, CALIFORNIA 92210

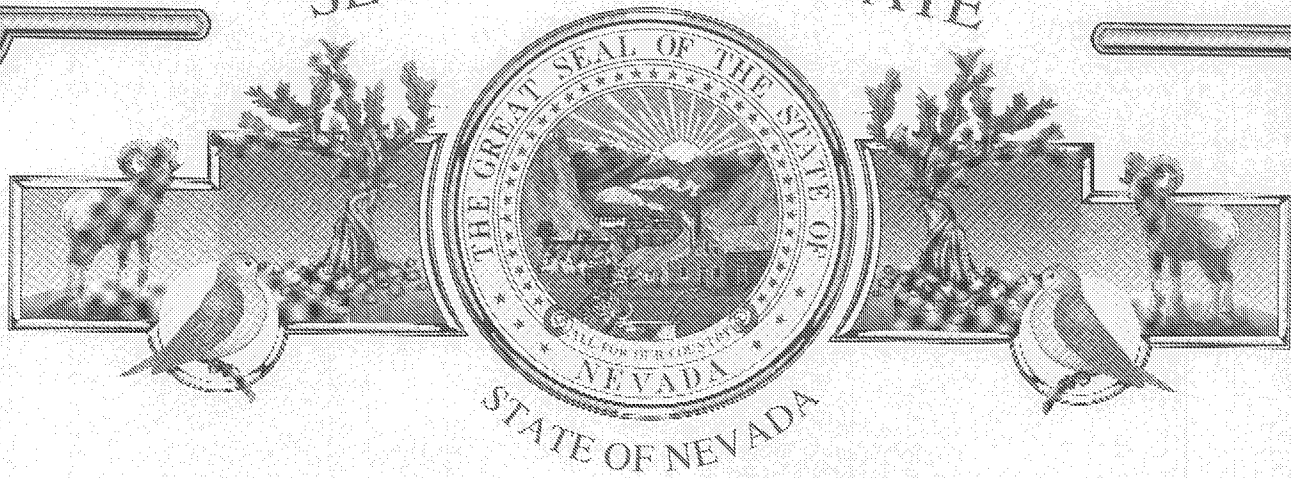
ATTORNEY DOCKET NUMBER:	78413.00002
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NAME OF SUBMITTER:	Michael J. Andelson, Esq.
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Total Attachments: 3
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OP \$40.00 2248533

SECRETARY OF STATE



CORPORATE CHARTER (CONVERSION)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **JOHNSON MARKETING GROUP, INC.** did on **May 21, 2003** file in this office Articles of Conversion and Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **May 21, 2003**.



DEAN HELLER
Secretary of State

By

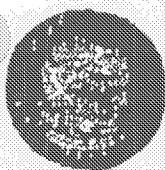
Certification Clerk

TRADEMARK

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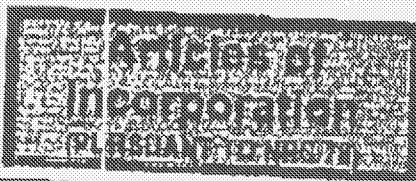
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DEAN HELLER
Secretary of State

202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 8708



Office Use Only:

FILED # C 12180-03

MAY 21 2003

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

1. Name of Corporation:	Johnson Marketing Group, Inc.
2. Resident Agent Name and Street Address: <small>(NAME TO A PHYSICAL ADDRESS DOES NOT NECESSARILY INDICATE AGENT STATUS)</small>	Robert A. Johnson Name 2503 Turtle Head Peak Drive, Las Vegas, NEVADA 89135 Street Address City State Zip Code Optional Mailing Address City State Zip Code
3. Shares: <small>(Number of shares authorized & issued)</small>	Number of shares with par value: _____ Par value: \$ _____ Number of shares without par value: 100
4. Names, Addresses, Number of Board of Directors/Trustees:	The First Board of Directors/Trustees shall consist of 2 members whose names and addresses are as follows: 1. Robert A. Johnson Name 2503 Turtle Head Peak Drive, Las Vegas Nevada 89135 Street Address City State Zip Code 2. Sheila R. Johnson Name 2503 Turtle Head Peak Drive, Las Vegas Nevada 89135 Street Address City State Zip Code 3. _____ Name Street Address City State Zip Code 4. _____ Name Street Address City State Zip Code
5. Purpose: <small>(General - see instructions)</small>	The purpose of this Corporation shall be:
6. Other Matters: <small>(see instructions)</small>	Number of additional pages attached: (1)
7. Names, Addresses and Signatures of Incorporators: <small>(Must attach original if there are more than 3 incorporators)</small>	Robert A. Johnson Name 2503 Turtle Head Peak Drive, Las Vegas Nevada 89135 Address City State Zip Code Name Signature Address City State Zip Code
8. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. Authorized Signature of R.A. or On Behalf of R.A. Company Date

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form COMPANY988 81
Revised Oct 13/1983

FILED # C/12180-03

ARTICLES OF CONVERSION
(PURSUANT TO NEVADA REVISED STATUTES 92A 205)


MAY 21 2003


NOT THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Robert A. Johnson and Sheila R. Johnson are all of the members of Johnson Marketing Group, LLC, a California limited liability company. Johnson Marketing Group, LLC, a California limited liability company will convert to Johnson Marketing Group, Inc., a Nevada corporation and Robert A. Johnson and Sheila R. Johnson are all of the shareholders and Directors of said corporation and have executed these Articles of Conversion pursuant to NRS 92A.205.

- 1 The constituent entity is Johnson Marketing Group, LLC, a California limited liability company
- 2 The resulting entity is Johnson Marketing Group, Inc., a Nevada corporation
- 3 The undersigned declare that a Plan of Conversion has been adopted by the constituent entity, Johnson Marketing, LLC, a California limited liability company in compliance with California law. NRS 92A.205(1)(a)(2)
- 4 The Plan of Conversion is on file at the principal place of business of the resulting entity

Dated 5/20/03


Robert A. Johnson


Sheila R. Johnson