

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Dome Partners, LLC

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

Citizenship (see guidelines)

Execution Date(s) January 11, 2000

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Stockback Holdings, Inc.

Internal

Address:

Street Address: 11 Broadway, 17th Floor

City: New York

State: New York

Country: USA Zip: 10004

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Delaware
- Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

75/800,820 75/800,821

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Wendy L. Robertson, Esq.

Internal Address: Alston & Bird LLP

Street Address: 1201 W. Peachtree Street

City: Atlanta

State: Georgia Zip: 30309-3424

Phone Number: (404) 881-7000

Fax Number: (404) 881-7777

Email Address: ipatl@alston.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 16-0605
Authorized User Name Alston & Bird LLP

9. Signature:

Signature

8/10/04
Date

Wendy L. Robertson

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$65.00 160605 75800820

FROM CORPORATION TRUST 302-655-2480
Jan 11 00 07:53P

(TUE) 8.10'04 12:03/ST. 12:02/NO. 4862069113 P 2

**CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY
To
A
CORPORATION**

(Pursuant to Section 265 of the Delaware General Corporation Law)

1. The limited liability company is formed under the jurisdiction of the State of Delaware.
2. The name of the limited liability company immediately prior to filing this Certificate is Dome Partners, LLC.
3. The date the limited liability company was first formed is May 25, 1999.
4. The name of the corporation as set forth in the Certificate of Incorporation is Stockback Holdings, Inc.
5. In connection with the conversion of the limited liability company, Dome Partners, LLC, into the corporation, Stockback Holdings, Inc., and the filing of the Certificate of Incorporation of Stockback Holdings, Inc. with the Secretary of State of the State of Delaware, each issued and outstanding membership unit of Dome Partners, LLC shall be converted into one share of the common stock of Stockback Holdings, Inc.

By: 
Name: Robert Feidelson
Title: Manager

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:29 PM 01/11/2000
001015732 - 3048678

19799v1

Received Time Jan. 11. 5:22PM

Print Time Jan 11 5:03PM

REEL: 002918 FRAME: 0671

FROM CORPORATION TRUST 302-655-2480
DIVISION OF CORPORATIONS
FILED 04:29 PM 01/11/2000
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(TUE) 8.10'04 12:04/ST. 12:02/NO. 4862069113 P 3

**CERTIFICATE OF INCORPORATION
OF
STOCKBACK HOLDINGS, INC.**

**UNDER SECTION 102 OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE**

I, Kim E. Lefkowitz, being a natural person over the age of 18 years with a mailing address of Brook Silverstein LLC, 800 Third Avenue, New York, New York 10022, for the purpose of forming a corporation pursuant to Section 102 of the General Corporation Law, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is Stockback Holdings, Inc.

SECOND: The address of the registered office of the Corporation is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue shall be 100,000,000 shares, consisting of 100,000,000 shares of common stock, \$0.0001 par value per share (the "Common Stock"), which shall constitute the total number of shares to be issued by the Corporation.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation in accordance with the terms thereof.

SIXTH: To the fullest extent permitted by the GCL, a director of the Corporation shall not be liable to the Corporation or its stockholders for breach of fiduciary duty as a director. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I, Kim E. Lefkowitz, the sole incorporator of Stockback Holdings, Inc., have executed this Certificate of Incorporation on this 11th day of January, 2000, and do hereby certify under the penalties of perjury that the facts stated in this Certificate of Incorporation are true.


Kim E. Lefkowitz
Sole Incorporator

Mailing Address:

Brock Silverstein LLC
800 Third Avenue
New York, New York 10022