

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Conversion to Delaware Limited Liability Partnership
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Blueberry Sales, L.P.		06/22/2004	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA	
Name:	Blueberry Sales, LLP
Street Address:	7 B Zane Grey
City:	El Paso
State/Country:	TEXAS
Postal Code:	79906
Entity Type:	Limited Liability Partnership: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2732158	ULTIMINTS

CORRESPONDENCE DATA	
Fax Number:	(205)244-5714
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	205-458-5284
Email:	ivincent@burr.com
Correspondent Name:	India E. Vincent, Esq.
Address Line 1:	420 North 20th Street
Address Line 2:	Suite 3100
Address Line 4:	Birmingham, ALABAMA 35203

ATTORNEY DOCKET NUMBER:	16308-3(CONVERSION)
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NAME OF SUBMITTER:	India E. Vincent, Esq.
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Total Attachments: 12
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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

June 25, 2004

David Leffman
824 LaMancha Court
El Paso, TX 79922 USA

RE: Blueberry Sales, L.P.
File Number: 800194220

It has been our pleasure to approve and place on record your articles of conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555

Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Linda Gemuenden

FAX(512) 463-5709

TTY7-1-1

TRADEMARK
REEL: 002951 FRAME: 0525

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

for

Blueberry Sales, L.P.
Filing Number: 800194220

Converting it to

Blueberry Sales, LLP

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 06/24/2004

Effective: 06/24/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

JUN 24 2004

ARTICLES OF CONVERSION

Corporations Section

Pursuant to Article 2.15 of the Texas Revised Limited Partnership Act (the "Act"), Blueberry Sales, L.P., a Texas Limited Partnership (the "Converting Entity"), hereby adopts the following Articles of Conversion (the "Articles"):

1. The name, state or county of incorporation, formation and organization of the Converting Entity, and organizational form of the converting entity is:

<u>Name</u>	<u>Type of Entity</u>	<u>State of Formation</u>
Blueberry Sales, L.P.	Limited Partnership	Texas

2. The Converting Entity has acted on, and its Sole General Partner approves the Plan of Conversion and Reorganization (the "Plan of Conversion"), and incorporated by reference into these Articles, as if set forth here in full, in a manner prescribed by Articles 9.05 and 9.02 of the Act, providing for the conversion of the Converting Entity into Blueberry Sales, LLP, a Delaware limited liability partnership (the "Converted Entity"), and resulting in the Converted Entity being the surviving entity after the conversion and that the partnership interests of the Converting Entity be converted to limited liability partnership interests as provided in the Plan of Conversion. Article 9.05 of the Act, under which the Converting Entity is organized, permits the conversion specified in these Articles and the organization of the Converted Entity.

3. An executed Plan of Conversion is on file at the principal place of business of the Converting Entity which address is 7 B Zane Grey, El Paso, Texas, 79906. In addition, an executed Plan of Conversion will be on file, from and after the conversion, at the principal place of business of the Converted Entity which address is 7 B Zane Grey, El Paso, Texas, 79906.

4. A copy of the Plan of Conversion will be furnished by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion), on written request and without cost, to any partner of the Converting Entity or any partner of the Converted Entity.

5. The Plan of Conversion was duly authorized by all action required by the laws of Texas, under which the Converted Entity was incorporated, formed, or organized and by its constituent documents.

6. The Converted Entity will assume liability for all fees and franchise taxes of the Converting Entity.

7. Pursuant to Article 2.15 of the Act, this conversion shall be effective upon acceptance of the filing of the Certificate of Conversion by the Secretary of State of Delaware which event shall occur prior to September 25, 2004 Pursuant to Article 2.15 of the Act, notice of such event shall be provided to the Secretary of State of Texas prior to September 25, 2004.

[Signature of Following Page]

Dated: June 22, 2004.

BLUEBERRY ENTERPRISES, LLC,
a Texas Limited Liability Company

By: 
Name: Brad Ducorsky
Title: President

BEING THE SOLE GENERAL PARTNER

EXHIBIT A
CERTIFICATE OF LIMITED LIABILITY PARTNERSHIP

JUN 24 2004

STATEMENT OF PARTNERSHIP EXISTENCE

Corporations Section

Pursuant to Section 15-303 of the Delaware Uniform Partnership Act (the "Act"), the undersigned executes this Statement of Partnership Existence for the purpose of organizing Blueberry Sales, LLP.

1. The name of the partnership is Blueberry Sales, LLP.
2. The address of the registered office of the partnership is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, and the name and address of the registered agent for service of process is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

Signed effective as of June 22, 2004.

BLUEBERRY ENTERPRISES, LLC

By: 
Name: Brad Ducorsky
Title: President

BEING THE MANAGING PARTNER

Delaware

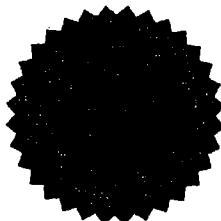
PAGE 1

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 TEXAS LIMITED PARTNERSHIP UNDER THE NAME OF "BLUEBERRY SALES, LP" TO A DELAWARE GENERAL PARTNERSHIP, CHANGING ITS NAME FROM "BLUEBERRY SALES, LP" TO "BLUEBERRY SALES, LLP", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2004, AT 12:34 O'CLOCK P.M.

3821287 8100V

040470550



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3198114

DATE: 06-25-04

TRADEMARK
REEL: 002951 FRAME: 0531

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:34 PM 06/25/2004
FILED 12:34 PM 06/25/2004
SRV 040470550 - 3821287 FILE

CERTIFICATE OF CONVERSION TO PARTNERSHIP

Pursuant to Section 15-901 of the Delaware Uniform Partnership Act (the "Act"), the undersigned files this Certificate of Conversion to Partnership, whereby Blueberry Sales, L.P., a Texas Limited Partnership shall convert into Blueberry Sales, LLP.

1. The name of the corporation is Blueberry Sales, L.P.
2. The date of filing of the original certificate of Limited Partnership with the Secretary of State of Texas is April 15, 2003.
3. The name of the limited liability partnership into which the corporation shall be converted is Blueberry Sales, LLP.

Signed effective as of June 22, 2004.

BLUEBERRY ENTERPRISES, LLC

By: 
Name: Brad Ducorsky
Title: President

BEING THE SOLE GENERAL PARTNER

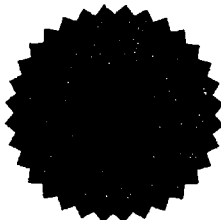
Delaware

PAGE 2

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 LIMITED LIABILITY PARTNERSHIP OF "BLUEBERRY SALES, LLP" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2004, AT 12:34 O'CLOCK P.M.

3821287 8100V
040470550



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3198114

DATE: 06-25-04

TRADEMARK
REEL: 002951 FRAME: 0533

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:34 PM 06/25/2004
FILED 12:34 PM 06/25/2004
SRV 040470550 - 3821287 FILE

STATEMENT OF PARTNERSHIP EXISTENCE

Pursuant to Section 15-303 of the Delaware Uniform Partnership Act (the "Act"), the undersigned executes this Statement of Partnership Existence for the purpose of organizing Blueberry Sales, LLP.

1. The name of the partnership is Blueberry Sales, LLP.
2. The address of the registered office of the partnership is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, and the name and address of the registered agent for service of process is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

Signed effective as of June 22, 2004.

BLUEBERRY ENTERPRISES, LLC

By: 
Name: Brad Ducorsky
Title: President

BEING THE MANAGING PARTNER

Delaware

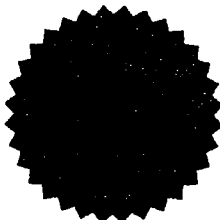
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE STATEMENT OF QUALIFICATION OF "BLUEBERRY SALES, LLP", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2004, AT 12:35 O'CLOCK P.M.

3821287 8100

040470553



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3198154

DATE: 06-25-04

TRADEMARK
REEL: 002951 FRAME: 0535

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:34 PM 06/25/2004
FILED 12:35 PM 06/25/2004
SRV 040470553 - 3821287 FILE

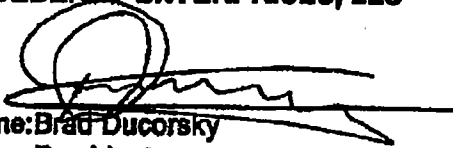
STATEMENT OF QUALIFICATION

Pursuant to Section 15-1001(c) of the Delaware Uniform Partnership Act, the undersigned does hereby execute this Statement of Qualification on behalf of Blueberry Sales, LLP.

1. The name of the partnership is Blueberry Sales, LLP.
2. The address of the registered office of the partnership is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808 and the name and address of the registered agent for service of process is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.
3. The number of partners of the partnership is four (4).
4. The partnership elects to be a limited liability partnership.

Signed effective as of June 22, 2004.

BLUEBERRY ENTERPRISES, LLC

By: 
Name: Brad Ducorsky
Title: President

BEING THE MANAGING PARTNER

2185-1/ppcr/170218.2
Statement of Qualification