

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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J.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.

1. Name of conveying party(ies):

Pritchett, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other 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 LP
- Merger
- Change of Name

Execution Date: 12/31/02

2. Name and address of receiving party(ies)

Name: Pritchett, LP

Internal

Address:

Street Address: 5800 Granite Pkway., Suite 450

City: Plano State: TX Zip: 75024

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

OFFICE OF PUBLIC RECORDS
2004 MAY 13 AM 9:30
FINANCE SECTION

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2697583,

2708978, 2781116, 2569792

Additional number(s) attached Yes No

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

Name: Craig W. Weinlein

Internal Address: _____

Carrington, Coleman, Sloman

& Blumenthal, L.L.P.

Street Address: 200 Crescent Ct., Suite 1500

City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41).....\$ 115

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Craig W. Weinlein

Name of Person Signing

Craig Weinlein

Signature

May 13, 2004

Date

05/17/2004 DBYRNE 00000023 2697583

Total number of pages including cover sheet, attachments, and document: 6

01 FC:8521
02 FC:8522

40.00
75.00

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

TRADEMARK
REEL: 002968 FRAME: 0151



Office of the Secretary of State

**CERTIFICATE OF CONVERSION
OF**

Pritchett, LP
Filing Number: 800158760

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

of
PRITCHETT, LLC
Filing Number: 708016422

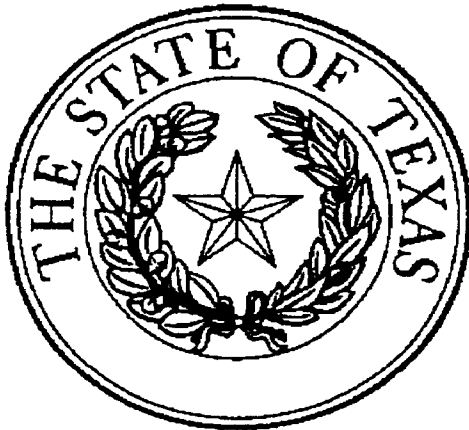
Converting it to

Pritchett, LP

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: 12/31/2002

Effective: 01/01/2003 at 12:01 a.m.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

PHONE(512) 463-5555
Prepared by: Leila Wurst

TTY7-1-1



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

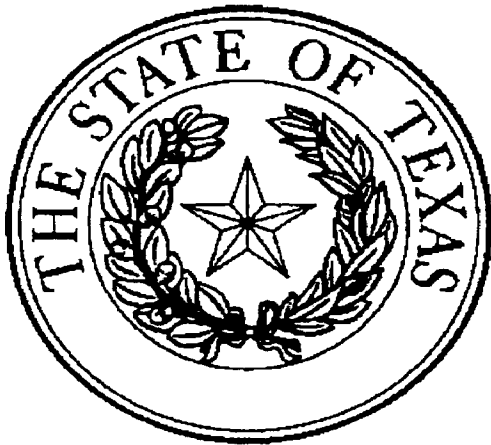
**Pritchett, LP
Filing Number: 800158760**

The undersigned, as Secretary of State of Texas, hereby certifies that a certificate of limited partnership for the above named limited partnership has been received in this office and filed as provided by law on the date shown below.

Accordingly, the undersigned, as Secretary of State hereby issues this Certificate evidencing the filing in this office.

Dated: 12/31/2002

Effective: 01/01/2003 at 12:01 a.m.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of state

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

PHONE(512) 463-5555

FAX(512) 463-5709

TTY7-1-1

**TRADEMARK
REEL: 002968 FRAME: 0153**

ARTICLES OF CONVERSION

DEC 31 2002

Corporations Section

Pursuant to the provisions of Section 2.15 of the Texas Revised Limited Partnership Act and Article 10.08 of the Texas Limited Liability Company Act, the undersigned limited liability company hereby adopts the following Articles of Conversion for the purpose of converting Pritchett, LLC, a Texas limited liability company (the "Converting Entity"), into a Texas limited partnership to be named "Pritchett LP" (the "Converted Entity").

ARTICLE ONE

The name of the Converting Entity is Pritchett, LLC, a Texas limited liability company.

ARTICLE TWO

The Plan of Conversion, dated December 31, 2002, to be effective at 12:01 a.m. on January 1, 2003, has been approved, and an executed copy of the Plan of Conversion is on file at the principal place of business of the Converting Entity at 5800 Granite Parkway, Suite 450, Plano, Texas 75024. An executed copy of the Plan of Conversion will be on file, from and after the conversion, at the principal place of business of the Converted Entity at 5800 Granite Parkway, Suite 450, Plano, Texas 75024. 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 member or partner of the Converting Entity or the Converted Entity.

ARTICLE THREE

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

The converted entity will be responsible for the payment of all fees and franchise taxes and will be obligated to pay such fees and taxes if they are not timely paid.

IN WITNESS WHEREOF, the undersigned sole manager of the Converting Entity has executed these Articles of Conversion as of the 31st day of December, 2002.

PRITCHETT, LLC
a Texas limited liability company

By: 
Price Pritchett, *Sole Manager*

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRITCHETT, LP**

Pursuant to Section 2.01 of the Texas Revised Limited Partnership Act, the undersigned does hereby file this Certificate of Limited Partnership for the purpose of forming a limited partnership in accordance with the following:

1. The name of the limited partnership is Pritchett, LP.
2. The address of the registered office of the partnership is 5800 Granite Parkway, Suite 450, Plano, Texas 75024. The name of the registered agent at such address is Price Pritchett.
3. The address of the principal office in the United States where records are to be kept and made available under section 1.07 of the Texas Revised Limited Partnership Act is 5800 Granite Parkway, Suite 450, Plano, Texas 75024.
4. The name, mailing address and street address of the business or residence of the General Partner is:

Pritchett GP, Inc.
5800 Granite Parkway
Suite 450
Plano, Texas 75024.

5. The partnership is being formed pursuant to a Plan of Conversion, dated December 31, 2002, to be effective on January 1, 2003 at 12:01 a.m. and in accordance with Section 2.15 of the Texas Revised Limited Partnership Act and Article 10.08 of the Texas Limited Liability Company Act, for the purpose of converting Pritchett, LLC, a Texas limited liability company (the "Converting Entity"), into "Pritchett LP", a Texas limited partnership (the "Converted Entity"). The Converting Entity was organized in Texas on December 18, 2000. The address of the Converting Entity is 5800 Granite Parkway, Suite 450, Plano, Texas 75024.

IN WITNESS WHEREOF, the General Partner of the Limited Partnership has executed this Certificate as of the 31st day of December, 2002.

PRITCHETT GP, Inc,
Its General Partner

By: 
Price Pritchett, President