

Form PTO 159*
(Rev. 6-83)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
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):

FASTWEB, INC.

- Individual(s) Association
- General Partnership Limited Partnership

Corporation - DELAWARE

Other

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

2. Name and address of receiving parties:

Name: **FASTWEB, LLC**

Address: **444 N. MICHIGAN AVENUE, 31ST FLOOR**
City/State: **CHICAGO, ILLINOIS 60611**

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

Other - DELAWARE

LIMITED LIABILITY COMPANY

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

3. Nature of conveyance:

- Assignment
- Security Agreement

Other - CORPORATE CONVERSION

Execution Date: **JANUARY 2, 2004**

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

A. Trademark Applications

| Mark | Serial No. |
|------|------------|
| | |

B. Trademark Registrations

| Mark | Reg. No. |
|---------------------|------------------|
| FASTWEB | 2,046,039 |
| FAST.WEB | 2,348,954 |
| FASTWORK.COM | 2,276,569 |
| GOODY BAG | 2,465,392 |

Additional numbers attached? Yes No

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

Name: **Darby & Darby P.C.**

Street Address: **Post Office Box 5257**

City: **New York** State: **New York** Zip: **10150-5257**

OUR REF. NO.: **02566/800F517-000**

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: **04-0100**

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Randi S. Miller
Name of Person Signing

Randi S. Miller
Signature

January 28, 2005

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

5

CH \$115.00 040100 2046039

TRADEMARK

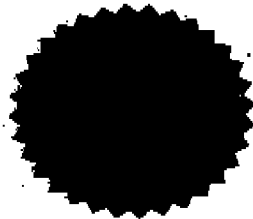
Delaware

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 DELAWARE CORPORATION UNDER THE NAME OF "FASTWEB, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "FASTWEB, INC." TO "FASTWEB, LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 2004, AT 9:51 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2845924

DATE: 01-02-04

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TRADEMARK
REEL: 003020 FRAME: 0344

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:51 AM 01/02/2004
FILED 09:51 AM 01/02/2004
SRV 040000409 - 3182729 FILE

CERTIFICATE OF CONVERSION

OF

FASTWEB, INC.

TO

FASTWEB, LLC

FIRST: The name of the corporation is FastWeb, Inc. (the "Corporation"). The Corporation is a Delaware corporation.

SECOND: The date the Certificate of Incorporation of the Corporation was filed on in the State of Delaware is February 24, 2000.

THIRD: The name of the limited liability company shall be FastWeb, LLC.

FOURTH: The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be signed as of the 2nd day of January, 2004.

FASTWEB, INC.

By: /s/ Andrew J. McKelvey
Andrew J. McKelvey
President