

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Plan of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Janus International Holding Company		03/27/2002	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Janus International Holding LLC
Street Address:	639 Isbell Road
Internal Address:	Suite 390-O
City:	Reno
State/Country:	NEVADA
Postal Code:	89509
Entity Type:	Limited Liability Company: NEVADA

PROPERTY NUMBERS Total: 63

Property Type	Number	Word Mark
Serial Number:	76464379	JANUS WORLD FUNDS
Registration Number:	2512358	JANUS EQUITY FUNDS
Registration Number:	2439428	E-JANUS
Registration Number:	2423611	GET THERE.
Registration Number:	1982646	JANUS TAX-EXEMPT MONEY MARKET FUND
Registration Number:	1867794	JANUS RETIREMENT ADVANTAGE
Registration Number:	1988812	JANUS ASPEN SERIES
Registration Number:	2583683	JANUS FUND 2
Registration Number:	2508933	JANUS FUNDS
Registration Number:	2181919	
Registration Number:	1982645	JANUS MONEY MARKET FUND
Registration Number:	2408925	JANUS BALANCED FUND
Registration Number:	2181918	JANUS

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Registration Number:	2272511	JANUS OLYMPUS FUND
Registration Number:	1985649	JANUS ENTERPRISE FUND
Registration Number:	1434216	JANUS CAPITAL CORPORATION
Registration Number:	2688287	JANUS CORE EQUITY FUND
Registration Number:	2614842	JANUS GLOBAL VALUE FUND
Registration Number:	2645273	JANUS GLOBAL LIFE SCIENCES FUND
Registration Number:	2410879	JANUS INTERMEDIATE GOVERNMENT SECURITIES FUND
Registration Number:	2349309	JANUS XPRESSLINE
Registration Number:	2204881	JANUS SPECIAL SITUATIONS FUND
Registration Number:	1981224	START. TO THINK BIG.
Registration Number:	2408924	JANUS GROUP OF MUTUAL FUNDS
Registration Number:	2170950	JANUS HIGH-YIELD FUND
Registration Number:	2421864	JANUS GLOBAL TECHNOLOGY FUND
Registration Number:	1934204	JANUS OVERSEAS FUND
Registration Number:	1576768	JANUS FLEXIBLE INCOME FUND
Registration Number:	2641803	THE JANUS FOUNDATION
Registration Number:	2684194	JANUS ORION FUND
Registration Number:	2170949	JANUS EQUITY INCOME FUND
Registration Number:	1469367	JANUS FUND
Serial Number:	76149713	JANUS INTERNATIONAL (UK) LIMITED
Registration Number:	2559997	JANUS UNIVERSAL FUNDS
Registration Number:	2402145	JANUS INSTITUTIONAL SERVICES
Registration Number:	1740168	JANUS GROWTH AND INCOME FUND
Registration Number:	1591265	JANUS TWENTY FUND
Registration Number:	2402144	JANUS SHORT-TERM BOND FUND
Registration Number:	1955493	JANUS QUOTELINE
Registration Number:	1731583	JANUS WORLDWIDE FUND
Registration Number:	2623734	J2
Registration Number:	2747624	JANUS ADVISER SERIES
Registration Number:	1985650	JANUS ASSET BUILDER
Registration Number:	1469365	JANUS VENTURE FUND
Registration Number:	2509584	JANUS INVESTMENT FUNDS
Registration Number:	2466579	JANUS STRATEGIC VALUE FUND
Registration Number:	1984199	JANUS GOVERNMENT MONEY MARKET FUND
Registration Number:	1828568	JANUS FEDERAL TAX-EXEMPT FUND

TRADEMARK

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Registration Number:	1840081	JANUS MERCURY FUND
Serial Number:	76589509	JANUS US VALUE FUND.
Serial Number:	76537649	JANUS GLOBAL ADVISER
Registration Number:	2875438	JANUS CAPITAL GROUP INC.
Registration Number:	2779320	JANUS INSTITUTIONAL CASH RESERVES FUND
Serial Number:	76589508	JANUS SMALL CAP VALUE FUND.
Registration Number:	2779319	JANUS INTERNATIONAL
Serial Number:	76589507	JANUS SPECIAL EQUITY FUND.
Serial Number:	76589506	JANUS GLOBAL OPPORTUNITIES FUND.
Serial Number:	76589505	JANUS MID CAP VALUE FUND.
Serial Number:	78497574	JANUS CONTRARIAN FUND
Serial Number:	78497582	JANUS FOCUSED VALUE FUND
Serial Number:	78402372	JANUS RISK-MANAGED STOCK FUND
Serial Number:	78512910	JANUS EXPLORER FUND
Serial Number:	78530577	JANUS RESEARCH FUND

CORRESPONDENCE DATA

Fax Number: (312)698-2168
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-861-8686
Email: lisa.p.gates@bakernet.com
Correspondent Name: Lisa Parker Gates
Address Line 1: 130 E. Randolph Drive
Address Line 2: Suite 3500
Address Line 4: Chicago, ILLINOIS 60601

NAME OF SUBMITTER:	Lisa Parker Gates
Signature:	/lisa parker gates/
Date:	02/18/2005

Total Attachments: 13

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PLAN OF CONVERSION
OF
JANUS INTERNATIONAL HOLDING COMPANY
(a Nevada corporation)

THIS PLAN OF CONVERSION (this "Plan") is dated as of March 27, 2002, and is adopted by Janus International Holding Company, a Nevada corporation (the "Corporation"), whose principal address is 639 Isbell Road, Suite 390-O, Reno, Nevada 89509.

The Corporation desires to effect a reorganization in which the Corporation will be converted (the "Conversion") into Janus International Holding LLC, a Nevada limited liability company (the "LLC"), whose principal address shall be 639 Isbell Road, Suite 390-O, Reno, Nevada 89509, as a result of which the Corporation shall continue its existence as a limited liability company under the laws of the State of Nevada.

The Conversion shall be accomplished by articles of conversion (the "Articles") which contain such provisions as are required by applicable law and all regulatory authorities having jurisdiction over the transaction, consistent with the terms specified herein.

ARTICLE I

THE CONVERSION AND RELATED MATTERS

1.1 **Filing of the Articles of Conversion.** The Conversion will become effective at 5:10 a.m., Pacific Standard time, April 1, 2002 (the "Effective Time").

1.2 **The Conversion.** At the Effective Time (i) the Corporation will continue to exist without interruption but in the form of a limited liability company governed by the Articles of Organization of the LLC attached hereto as Exhibit A, (ii) all property owned by the Corporation shall vest in the LLC, (iii) all debts, liabilities and other obligations of the Corporation shall become the debts, liabilities and obligations of the LLC, and (iv) any actions or proceedings pending by or against the Corporation may be continued by or against the LLC without substitution of parties, all as more fully provided under the applicable provisions of the Nevada Limited Liability Company Act.

1.3 **Manner of Conversion of Stock.** At the Effective Time, all of the outstanding shares of common stock, \$0.01 par value, of the Corporation issued and outstanding immediately prior thereto shall, by virtue of the Conversion and without any action by the Corporation, the holder of such shares or any other person, be converted into 1,000 Class A Shares of membership interests in the LLC.

1.4 **Changes in Structure of Transaction.** Notwithstanding anything in this Plan to the contrary, if at any time after the date hereof, but prior to the Effective Time, it shall appear that a change in the structure of the transaction contemplated hereby shall be necessary or

desirable to comply with applicable law or the requirements of regulatory authorities having jurisdiction over the transaction or for any other reason, the Corporation may make such changes in this Plan, the Articles and other documents contemplated hereby and in taking such other actions as may be required to effectuate such changes.

ARTICLE II

TERMINATION OF THE PLAN

2.1 **Termination of Plan.** Anything herein contained to the contrary notwithstanding, this Plan and the Articles may be terminated at any time prior to the Effective Time, whether before or after approval by stockholders or the filing of the Articles.

ARTICLE III

GENERAL

3.1 **Amendments.** Subject to applicable law, this Plan or the Articles may be amended at any time prior to the Effective Time, whether before or after approval by stockholders or the filing of the Articles.

3.2 **Governing Law.** This Plan shall be governed by and construed in accordance with the internal laws of the State of Nevada without taking into account provisions regarding choice of law.

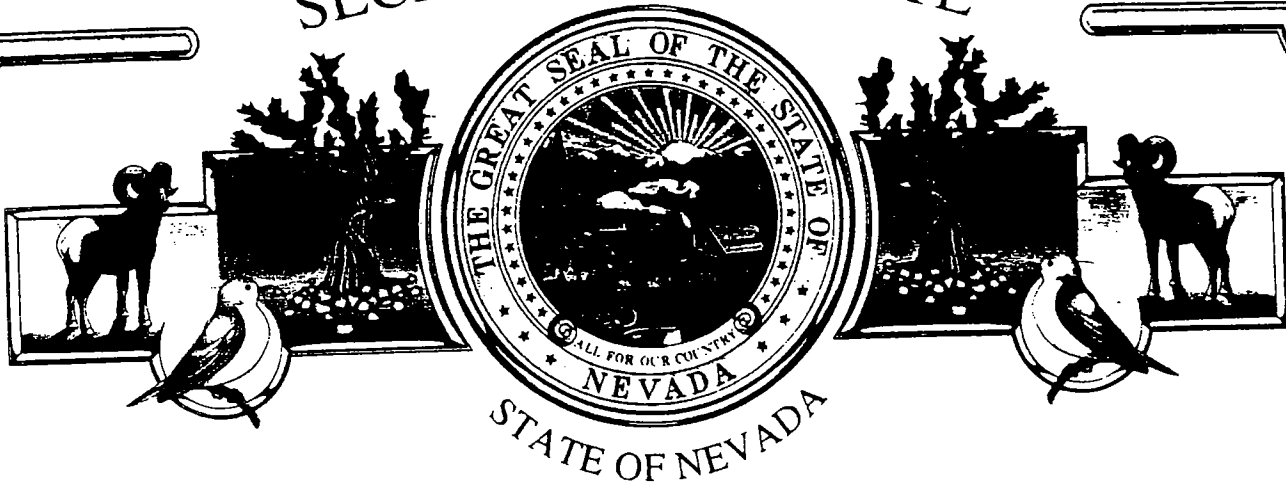
3.3 **Headings.** The description headings of the several articles and sections of this Plan are inserted for convenience only and do not constitute a part of this Plan.

IN WITNESS WHEREOF, this Plan has been executed on behalf of the Corporation by its officers thereunto duly authorized, all as of the date set forth above.

JANUS INTERNATIONAL HOLDING
COMPANY

By: Thomas A. Early *TE*
Name: Thomas A. Early
Title: Vice President

SECRETARY OF STATE



LIMITED-LIABILITY COMPANY CHARTER

I, DEAN HELLER, the Nevada Secretary of State, do hereby certify that **JANUS INTERNATIONAL HOLDING LLC** did on **March 28, 2002**, file in this office the Articles of Organization for a Limited-Liability Company, that said Articles are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain the provisions required by the laws governing Limited-Liability Companies in the 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 **March 29, 2002**.

Secretary of State

Certification Clerk

By



TRADEMARK

REEL: 003032 FRAME: 0186

MAR 28 2002

IN THE OFFICE OF
Don Hill
DEAN HILL, 221 SECRETARY OF STATE

ARTICLES OF ORGANIZATION
OF

JANUS INTERNATIONAL HOLDING LLC
(a Nevada limited liability company)

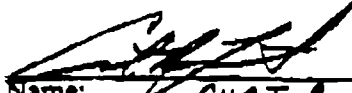
The undersigned natural person of the age eighteen years or more, acting as organizer for Janus International Holding LLC, a limited liability company under the Nevada Limited Liability Company Act (the "Company"), adopts the following Articles of Organization for said Company:

- FIRST:** The name of the Company is Janus International Holding LLC. The address of the principal place of business of the Company is 639 Isbell Road, Suite 390-O, Reno, Nevada 89509.
- SECOND:** The name and address of the Company's registered agent for purpose of service of process is National Registered Agents, Inc. of NV, 1000 East William Street, Suite 204, Carson City, Nevada 89701.
- THIRD:** The Company shall have perpetual existence and have all powers that are allowed to limited liability companies organized and existing under the Nevada Limited Liability Company Act, and is authorized to carry on any lawful business.
- FOURTH:** The Company will be managed under the authority of its members. The name and business address of the initial member is:

Janus Holdings Corporation
639 Isbell Road, Suite 390-O
Reno, Nevada 89509
- FIFTH:** The effective time of the organization shall be upon the effectiveness of the Articles of Conversion of Janus International Holding Company into Janus International Holding LLC at 5:10 a.m., Pacific Standard time, on April 1, 2002.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed as of this 27th day of March, 2002.


Name: CURT R. FOUST
Organizer

100 Fillmore Street
Denver, CO 80206-4928

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STATE OF NEVADA
Secretary of State
I hereby certify that this is a true and
complete copy of the document as filed
in this office

MAR 29 2002


Dean Heller

By _____

TRADEMARK
REEL: 003032 FRAME: 0189

FILED #C32757-

MAR 28 2002

IN THE OFFICE OF
DEAN KELLEN SEYMOUR, CLERK OF COURTS

ARTICLES OF CONVERSION

OF

JANUS INTERNATIONAL HOLDING COMPANY
(a Nevada corporation)

INTO

JANUS INTERNATIONAL HOLDING LLC
(a Nevada limited liability company)

PURSUANT TO SECTIONS 92A.111 AND 92A.120 OF THE NEVADA REVISED STATUTES

The undersigned company hereby certifies that:

FIRST: The names and states of incorporation or formation, as applicable, of the constituent entity and resulting entity are as follows:

<u>Constituent Entity Name</u>	<u>State of Incorporation or Formation</u>
Janus International Holding Company	Nevada

<u>Resulting Entity Name</u>	
Janus International Holding LLC	Nevada

SECOND: The Plan of Conversion has been adopted by Janus International Holding Company in compliance with Section 92A.120 of the Nevada Revised Statutes.

THIRD: As a result of the conversion, the name of the resulting entity is Janus International Holding LLC, a Nevada limited liability company.

FOURTH: The effective time of the conversion shall be 5:10 a.m., Pacific Standard time, on April 1, 2002. The existence of the resulting entity Janus International Holding LLC will not begin until that effective time.

FIFTH: The executed Plan of Conversion is attached hereto as Exhibit A.


SIXTH: The executed Articles of Organization of Janus International Holding LLC, the resulting entity, to be filed in compliance with Chapter 86 of the Nevada Revised Statutes, is attached hereto as Exhibit B.

SEVENTH: The executed Certificate of Acceptance of Appointment for Registered Agent is attached hereto as Exhibit C.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has caused these Articles of Conversion to be signed by a duly authorized person as of this 27th day of March, 2002.

Janus International Holding Company

By: 
Name: Thomas A. Early
Title: Vice President

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ARTICLES OF ORGANIZATION

OF

JANUS INTERNATIONAL HOLDING LLC
(a Nevada limited liability company)

The undersigned natural person of the age eighteen years or more, acting as organizer for Janus International Holding LLC, a limited liability company under the Nevada Limited Liability Company Act (the "Company"), adopts the following Articles of Organization for said Company:

FIRST: The name of the Company is Janus International Holding LLC. The address of the principal place of business of the Company is 639 Isbell Road, Suite 390-O, Reno, Nevada 89509.

SECOND: The name and address of the Company's registered agent for purpose of service of process is National Registered Agents, Inc. of NV, 1000 East William Street, Suite 204, Carson City, Nevada 89701.

THIRD: The Company shall have perpetual existence and have all powers that are allowed to limited liability companies organized and existing under the Nevada Limited Liability Company Act, and is authorized to carry on any lawful business.

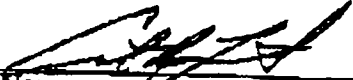
FOURTH: The Company will be managed under the authority of its members. The name and business address of the initial member is:

Janus Holdings Corporation
639 Isbell Road, Suits 390-O
Reno, Nevada 89509

FIFTH: The effective time of the organization shall be upon the effectiveness of the Articles of Conversion of Janus International Holding Company into Janus International Holding LLC at 5:10 a.m., Pacific Standard time, on April 1, 2002.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed as of this 27th day of March, 2002.

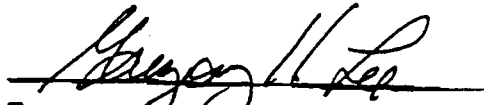

Name: CURT R. FUST
Organizer

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**CERTIFICATE OF ACCEPTANCE
OF
APPOINTMENT BY RESIDENT AGENT**

In the matter of Janus International Holding LLC, a Nevada limited liability company, National Registered Agents, Inc. of NV ("NRAI"), whose address is 1000 East William Street, Suite 204, Carson City, Nevada 89701, hereby states that on March 28, 2002, NRAI accepted the appointment as resident agent for Janus International Holding LLC.

National Registered Agents, Inc. of NV



By: GREGORY K. LEE

Title: ASST. SEC.

Authorized Signature of Resident agent or Resident Agent Company

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**UNANIMOUS WRITTEN CONSENT OF
THE SOLE STOCKHOLDER OF
JANUS INTERNATIONAL HOLDING COMPANY**

Pursuant to Title 7, Section 78.320 of the Nevada Revised Statutes, the undersigned, being the sole stockholder ("Stockholder") of Janus International Holding Company, a Nevada corporation (the "Corporation"), acting without notice or a meeting, hereby waives notice and the holding of such meeting and consents to and adopts, and votes in favor of, the following resolutions:

WHEREAS, the directors of the Corporation have approved of and recommend to the Stockholder that the Stockholder approve the Corporation's conversion into Janus International Holding LLC, a Nevada limited liability company ("JIHLLC"), pursuant to the terms and conditions of the Plan of Conversion (the "Plan") in the form attached hereto as *Exhibit A*.

NOW, THEREFORE, BE IT RESOLVED, that the Stockholder hereby approves the Plan, together with such amendments as the officers of the Corporation deem in the best interests of the Corporation, and the transactions contemplated in the Plan.

RESOLVED FURTHER, that the transactions contemplated by the Plan are hereby approved, and the Stockholder hereby authorizes and directs that the officers of the Corporation consummate such transactions.

The undersigned hereby consents to the forgoing resolutions.

Janus Holdings Corporation

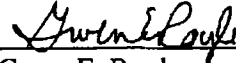
By: 
Name: Gwen E. Royle
Title: Executive Vice President and Secretary

Exhibit A