

11-5-04

RF

11-08-2004



102877611

COVER SHEET  
BY

U.S. DEPARTMENT OF  
Patent and Trademark

11/5/04

Tab settings

To the Honorable Commissioner of

attached original documents or copy thereof.

1. Name of conveying party(ies):  
AMGI HOLDINGS, LLC

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 27, 2004

2. Name and address of receiving party(ies)

Antares Capital Corporation, As Agent

Internal Address: \_\_\_\_\_

Street Address : 311 SOUTH WACKER DR., SUITE

City: CHICAGO State: IL Zip: 60606

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation State DE

If assignee is not domiciled in the United States, a designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or trademark

A. Trademark Application No.(s)

B. Trademark Registration

2473832

Additional numbers attached? NO

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

Name: \_\_\_\_\_

Attn: Penelope J.A. Agodoa  
Federal Research Company, LLC  
1030 15th Street, NW, Suite 920  
Washington, DC 20005  
202.783.2700

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State \_\_\_\_\_ ZIP \_\_\_\_\_

6. Total number of applications and registrations 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit

8. Deposit account number: \_\_\_\_\_

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

11/08/2004 6TOW11 00000018 2473832

DO NOT USE THIS SPACE

01 FC:0521

40.00 00

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 of the original document.

RAKHEE VERMA

Name of Person

Signature

NOVEMBER 4, 2004

Date

Total number of pages including cover sheet, attachments, and 3

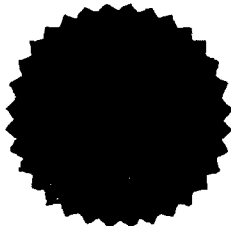
Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

# 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 "AMGI HOLDINGS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "AMGI HOLDINGS, INC." TO "AMGI HOLDINGS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2004, AT 8:55 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2672448 8100V

AUTHENTICATION: 3440923

040777681

DATE: 10-28-04

TRADEMARK  
REEL: 003075 FRAME: 0611

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:04 PM 10/27/2004  
FILED 08:55 PM 10/27/2004  
SRV 040777581 - 2672448 FILE

**CERTIFICATE OF CONVERSION  
OF  
AMGI HOLDINGS, INC.**

1. The name of the corporation is AMGI Holdings, Inc. (the "Corporation").
2. The date on which the Corporation's original Certificate of Incorporation was filed with the Secretary of State is October 10, 1996.
3. The name of the limited liability company into which the Corporation is herein being converted is AMGI Holdings, LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

By: 

Bruce L. Rogers  
Vice President, Assistant Treasurer and  
Assistant Secretary