

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NetDevil Limited Liability Partnership	FORMERLY NetDevil Limited Liability Partnership	01/01/2001	Limited Liability Partnership: UNITED STATES
RECEIVING PARTY DATA			
Name:	NetDevil, Ltd.		
Street Address:	2051 Dogwood Street		
City:	Louisville		
State/Country:	COLORADO		
Postal Code:	80027		
Entity Type:	CORPORATION: COLORADO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2387703	NETDEVIL	
CORRESPONDENCE DATA			
Fax Number:	(303)228-2178		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	303-228-3150		
Email:	Scott@jbrownlegal.com		
Correspondent Name:	Scott T. Kannady		
Address Line 1:	3773 Cherry Creek North Drive Suite 575		
Address Line 4:	Denver, COLORADO 80209		
NAME OF SUBMITTER:	Scott T. Kannady		
Signature:	/Scott T Kannady/		
Date:	06/24/2005		

OP \$40.00 2387703

Total Attachments: 6

900027204

**TRADEMARK
 REEL: 003110 FRAME: 0234**

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DELAYED EFFECTIVE DATE
1-1-2001

DLLP 19991143268

CERTIFICATE OF CONVERSION

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

The following entity files this Certificate of Conversion pursuant to

C.R.S. § 7-90-201

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\$ 110.00
SECRETARY OF STATE
12-28-2000 16:46:31

ARTICLE I

NAME ADDRESS AND JURISDICTION OF CONVERTING ENTITY

The name of the converting entity name is NetDevil Limited Liability Partnership.

Located at 890 West Cherry Street, Suite #240, Louisville, CO 80027.

This is a Limited Liability Partnership formed and governed under the Colorado Uniform Partnership Act of 1997.

ARTICLE II

NAME, ADDRESS, FORM AND JURISDICTION OF RESULTING ENTITY

The name of the resulting entity shall be NetDevil Ltd.

Located at 890 West Cherry Street, Suite #240, Louisville, CO 80027.

This entity shall be a Colorado for Profit Corporation formed under the Colorado Business Corporation Act.

ARTICLE III

NUMBER OF VOTES CAST BY OWNERS IN FAVOR OF CONVERSION


All of the partners of NetDevil Limited Liability Partnership voted unanimously in favor of conversion to a Colorado for Profit Corporation.

ARTICLE IV

EFFECTIVE DATE

The effective date for conversion shall be **January 1, 2001**.

The undersigned General Partner / President of NetDevil LLP hereby consents to conversion as stated in this document.


Scott Michael Brown, General Partner / President

ARTICLES OF INCORPORATION
OF
NETDEVIL LTD.

The undersigned, who, if a natural person, is eighteen years of age or older, hereby establishes a corporation pursuant to the Colorado Business Act as amended and adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: NetDevil Ltd., whose principal address is 890 West Cherry Street, Suite #240, Louisville, Colorado 80027.

ARTICLE II

PERIOD OF DURATION

The corporation shall have perpetual duration. The corporate existence shall begin upon January 1st 2001.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized shall be the transaction of any lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code. Each reference to the Colorado Corporation Code in these Articles means that Code as it may be amended from time to time during the corporate existence, unless otherwise stated.

ARTICLE IV

STOCK INFORMATION

Authorized Shares. The aggregate number of shares which the corporation has authority to issue is 1,000,000. These shares shall collectively be designated as "common stock", and shall be without par value.

Voting Stock. 500,000 of these authorized shares shall be a class which is designated as "common voting stock." The shares of this class of common stock shall have unlimited voting rights and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Colorado Business Corporation

Nonvoting Stock. 500,000 of these authorized shares shall be a class which is designated as "common nonvoting stock." The shares of this class of common stock shall have no voting rights.

Preemptive Rights. The corporation elects to have preemptive rights. The shareholders of the corporation shall have a preemptive right to purchase, at equitable prices, terms and conditions fixed by the board of directors, the shares of capital stock of the corporation or securities convertible into or carrying options or warrants to purchase such shares, as may be issued from time to time, after the issuance of the initial shares of capital stock.

Dividends. Dividends may be paid upon the common stock to the extent and in the manner permitted by law as and when declared by the board of directors.

Distribution in Liquidation. Upon any liquidation, dissolution, or winding up of the corporation, and after paying or adequately providing for the payment of all of its obligations, the corporation shall distribute the remainder of its assets, either in cash or in kind, pro rata to the holders of the common stock.

Voting Rights: Cumulative Voting. Each outstanding share of common voting stock shall be entitled to one vote and each outstanding fractional share of common voting stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. Cumulative voting shall be allowed in the election of directors.

Quorum of Shareholders. A quorum at any meeting of shareholders for the purpose of each matter to be voted upon shall consist of the holders of at least seventy-five percent (75%) of the shares entitled to vote upon the matter, represented in person or by proxy.

Regular Shareholder Vote. At any meeting of shareholders at which a quorum exists for the purpose of any matter to be voted upon, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the matter shall be the act of the shareholders unless a greater affirmative vote is required by the Colorado Corporation Code or another provision of these Articles.

Shareholder Voting on Extraordinary Corporate Actions. An affirmative vote of at least seventy-five percent (75%) of all voting common stock shares, shall be required to (a) adopt any proposed amendment to these Articles, (b) authorize the corporation to lend money to, guarantee the obligations of and otherwise assist the directors of the corporation or the directors of any other corporation in which the majority of the voting capital stock is owned by the corporation, (c) approve any plan of merger or consolidation of the corporation with one or more other corporations, (except no vote of the shareholders of this corporation shall be required if no vote is required by the Colorado Corporation Code) or any plan of exchange under which the shares of the corporation would be acquired, (d) authorize the sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation not in the usual and regular course of its business, or (e) adopt a resolution either to dissolve the corporation or to revoke voluntary dissolution proceedings.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is 1515 Arapahoe Street, Suite 800, Denver, Colorado, 80202, and the name of its initial registered agent at such address is Scott Thomas Kannady.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors of the cooperation shall be fixed by the bylaws, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the board of directors. The number of directors constituting the initial board of directors of the corporation is five. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until such persons' successors are elected and qualified are Scott Brown, 890 West Cherry Street, Suite #240, Louisville, Colorado 80027; Steven Williams, 890 West Cherry Street, Suite #240, Louisville, Colorado 80027; Peter Grundy, 890 West Cherry Street, Suite #240, Louisville, Colorado 80027; Ryan Seabury, 890 West Cherry Street, Suite #240, Louisville, Colorado 80027; Joe Sinsheimer, 730 17th Street, Suite #720, Denver, CO 80202.

ARTICLE VII

LIMITATION OF LIABILITY

No director of the corporation shall have any liability to the corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability is not permitted under the Colorado Corporation Code. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director in respect of any act or omission occurring prior to such repeal or modification.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by law any person who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or while a director of the corporation is or was serving at its request as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan.

ARTICLE IX

RIGHT OF DIRECTORS

TO CONTRACT WITH CORPORATION

It being the express purpose and intent of this Article to permit the corporation to buy from, sell to, or otherwise deal with other corporations, firms, associations, or entities of which any director of the corporation may be a director, officer, or member or in which any director may have a pecuniary interest, no contract or other transaction between the corporation and any of its directors or any other corporation, firm, association, or entity in which any of its directors is a director or officer or is financially interested shall be either void or voidable solely because of such relationship or interest or solely because any such director is present at the meeting of the board of directors or a committee of the board which authorizes, approves, or ratifies such contract or transaction or solely because the vote of any such director is counted for such purpose if:

1. The material facts of such relationship or interest are disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent of a majority of disinterested directors without counting the votes or consents of such interested directors;

2. The material facts of such relationship or interest are disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

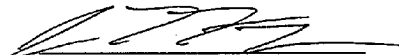
3. The contract or transaction is fair and reasonable to the corporation.

Further, common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee of the board which authorizes, approves, or ratifies such contract or transaction.

ARTICLE X
INCORPORATOR

The name and address of the incorporator is Scott Thomas Kannady, Three Park Central, Suite 800, 1515 Arapahoe Street, Denver, Colorado 80202. The incorporator is a natural person of the age of 18 years or more.

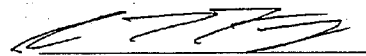
Date: December 28, 2000


Scott Thomas Kannady

Consent of Registered Agent:

I consent to act as the initial registered agent for the corporation.

Dated: December 28, 2000


Scott Thomas Kannady