

3/16

03-07-2005

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)



S. DEPARTMENT OF COMMERCE
States Patent and Trademark Office

RECO
TR

102953816

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Pritchett, LLC

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

Citizenship (see guidelines) Texas

Execution Date(s) December 31, 2002

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Pritchett, LP

Internal

Address:

Street Address: 13355 Noel Rd., Ste. 1650

City: Dallas

State: TX

Country: USA Zip: 75240

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship Texas
- Corporation Citizenship
- Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2227742 2227743

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

PRITCHETT

PRITCHETT & ASSOCIATES

5. Name & 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., Ste. 1500

City: Dallas

State: TX Zip: 75201

Phone Number: (214) 855-3051

Fax Number: (214) 855-1333

Email Address: cweinlein@ccsb.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 03-0840

Authorized User Name Craig W. Weinlein

9. Signature:

Craig W. Weinlein
Signature

March 1, 2005
Date

Craig W. Weinlein
Name of Person Signing

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

OPR/FINANCE
MAR 1 - JUN 30 2005
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40.00 DA
25.00 DA

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003129 FRAME: 0829

03/04/2005 ECOMMER 0000144

01 FC:6521
02 FC:6522

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



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

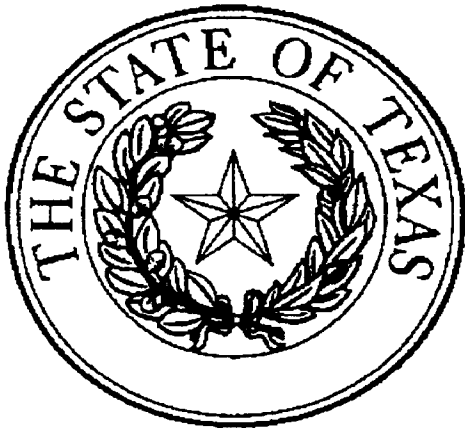
Converting it to

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



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

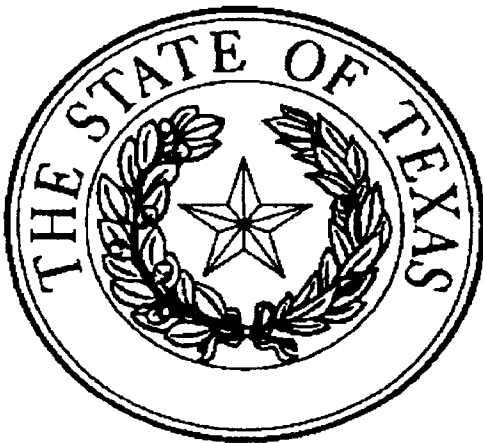
**Pritchett, LP
Filing Number: 800158760**

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



Office of the Secretary of State

January 02, 2003

Capitol Services, Inc
P O Box 1831
Austin, TX 78767 USA

RE: PRITCHETT, LLC
File Number: 708016422

It has been our pleasure to approve and place on record your articles of conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555

Enclosure

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

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

TTY7-1-1