

08-11-2005

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

DEPARTMENT OF COMMERCE  
Patent and Trademark Office



RECORD

TRA

103060052

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):**

Aptaker Co., Inc.

- Individual(s)
- General Partnership
- Corporation- State: Texas
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance )/Execution Date(s) :**

Execution Date(s) November 1, 2004

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

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Aptaker Company, Ltd.

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

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

Street Address: 2853 Eisenhower Street

City: Carrollton

State: Texas

Country: U.S.A. Zip: 75007

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other \_\_\_\_\_
- Citizenship \_\_\_\_\_
- Citizenship \_\_\_\_\_
- Citizenship Texas
- 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 of the Trademark.**

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,861,128; 2,272,562; 1,847,240; 1,685,745; 1,582,396; 1,450,429

Additional sheet(s) attached?  Yes  No

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

WIDE ANGLE	7-06-04	EYEMAX	8-24-99	VIA MILANO	7-26-94
CARAVAGGIO	5-05-92	FLEX PADS	2-13-90	NOUVEAU	8-04-87

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

Name: Charles S. Cotropia

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

Sidley Austin Brown & Wood, LLP

Street Address: 717 North Harwood, Suite 3400

City: Dallas

State: Texas Zip: 75201

Phone Number: 214 981-3305

Fax Number: 214 981-3400

Email Address: ccotropia@sidley.com

**6. Total number of applications and registrations involved:**

6

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165**

- 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 18-1260

Authorized User Name Charles S. Cotropia

9. Signature:

Signature

August 8, 2004

Date

Charles S. Cotropia

Name of Person Signing

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

12

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK  
REEL: 003205 FRAME: 0950

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697

Geoffrey S. Connor  
Secretary of State



**Office of the Secretary of State**

**CERTIFICATE OF CONVERSION**

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

for

**APTAKER COMPANY, INC.**  
Filing Number: 53589800

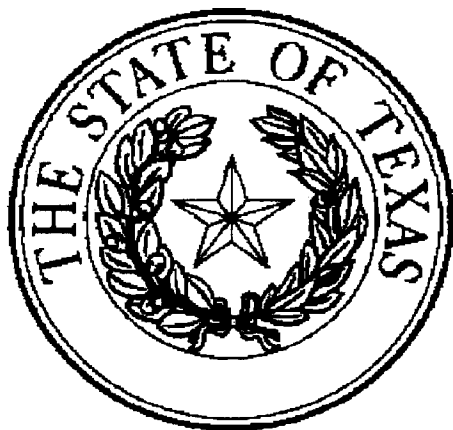
Converting it to

**APTAKER COMPANY, LTD.**  
Filing Number: 800420572

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: 12/01/2004

Effective: 12/01/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor  
Secretary of State

Phone: (512) 463-5555  
Prepared by: Delores Moore

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

TTY: 7-1-1  
Document: 76037340004

**TRADEMARK**  
**REEL: 003205 FRAME: 0951**

**PLAN OF CONVERSION**

**FOR**

**APTAKER COMPANY, INC.  
(a Texas corporation),**

**INTO**

**APTAKER COMPANY, LTD.  
(a Texas limited partnership)**

THIS PLAN OF CONVERSION (this "Plan") is made and entered into as of November 1, 2004, by APTAKER COMPANY, INC., a Texas corporation (the "Converting Entity"), for the purpose of converting the Converting Entity into APTAKER COMPANY, LTD., a limited partnership organized under the Texas Revised Limited Partnership Act (the "Converted Entity").

**WITNESSETH:**

WHEREAS, the Converting Entity was incorporated as a Texas corporation under the Texas Business Corporation Act (the "TBCA") on October 14, 1980; and

WHEREAS, pursuant to Article 5.17 of the TBCA, the Converting Entity desires to change its organizational form to a limited partnership and to convert into the Converted Entity (the "Conversion");

NOW, THEREFORE, in consideration of the foregoing premises and the conditions set forth herein, the Converting Entity shall, in accordance with the applicable provisions of the laws of the State of Texas, be converted into the Converted Entity upon the terms and conditions set forth herein:

**ARTICLE I**

**CONVERSION**

The name of the Converting Entity is APTAKER COMPANY, INC. The Converting Entity is continuing its existence in the organizational form of the Converted Entity, which shall be formed as a limited partnership organized under the Texas Revised Limited Partnership Act, to be known as APTAKER COMPANY, LTD.

**ARTICLE II**

**CONTEMPORANEOUS FORMATION OF GENERAL PARTNERS**

EVAP, LLC, and PATAP, LLC, Texas limited liability companies will be organized and filed with the Texas Secretary of State on the same date as the Articles of Conversion for APTAKER COMPANY, INC. into APTAKER COMPANY, LTD. and EVAP, LLC, and PATAP, LLC will be the General Partners of APTAKER COMPANY, LTD.

**ARTICLE III**

**CAPITALIZATION OF GENERAL PARTNER**

Contemporaneously with the Conversion, 89 shares of common stock in the Converting Entity will be exchanged by EVAN APTAKER for a 100% membership interest in EVAP, LLC, and 89 shares of common stock in the Converting Entity will be exchanged by PATRICIA APTAKER for a 100% membership interest in PATAP, LLC. The aforementioned membership interests to be issued to EVAN APTAKER and PATRICIA APTAKER, represent 100% of the outstanding membership interests in EVAP, LLC, and PATAP, LLC, respectively. The 89 shares of common stock in the Converting Entity owned by each of EVAP, LLC, and PATAP, LLC, respectively, will be converted to general partnership interests in the Converted Entity, in accordance with Article IV below.

**ARTICLE IV**

**CONVERSION OF SHARES IN THE CONVERSION**

4.1 Conversion of Shares. The shares of common stock issued and outstanding of the Converting Entity, consisting of 89,000 shares of common stock, shall be converted at the Effective Time (hereinafter defined) into the partnership interests in the Converted Entity, as identified as follows:

<u>Corporate Shares</u>	to	<u>Partnership Interests</u>
89 shares of common stock owned by EVAP, LLC		0.1% General Partnership Interest
89 shares of common stock owned by PATAP, LLC		0.1% General Partnership Interest
44,411 shares of common stock owned by the Evan APTAKER FAMILY TRUST dated 10/5/92		49.9% Limited Partnership Interest

44,411 shares of common stock owned by the  
PATRICIA APTAKER FAMILY TRUST dated  
10/5/92

49.9% Limited Partnership  
Interest

4.2 Ownership of Converted Entity. At the Effective Time, ownership of the Converted Entity will be as follows:

<u>Name</u>	<u>Partnership Interest</u>
EVAP, LLC	0.1% General Partnership Interest
PATAP, LLC	0.1% General Partnership Interest
EVAN APTAKER FAMILY TRUST	49.9% Limited Partnership Interest
PATRICIA APTAKER FAMILY TRUST	49.9% Limited Partnership Interest
<hr/>	
TOTAL INTERESTS	100%

#### ARTICLE V

##### PARTNERSHIP AGREEMENT

The Certificate of Limited Partnership and the Limited Partnership Agreement (herein so referenced) for the Converted Entity are attached hereto as Exhibit A and Exhibit B, respectively.

#### ARTICLE VI

##### LIABILITY OF SHAREHOLDERS

The shareholders of the Converting Entity will become the general and limited partners of the Converted Entity, as named therein. Each shareholder agrees to execute this Plan to confirm his or its consent to the duties and obligations contained in the Limited Partnership Agreement.

#### ARTICLE VII

##### EFFECT OF CONVERSION

At the Effective Time (as defined in Article IX), the Converting Entity shall continue to exist in the organizational form of the Converted Entity. The Converted Entity shall continue to own, without other transfer, and shall possess and enjoy, all the property, whether real, personal or mixed,

and the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all of the restrictions, disabilities and duties of the Converting Entity, and all debts due to the Converting Entity on whatever account, as well as for all other things in action or belonging to the Converting Entity, shall continue to belong to the Converted Entity; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall continue as the property of the Converted Entity, and the title to any real estate vested by deed or otherwise in the Converting Entity shall not revert or be in any way impaired by reason of the Conversion; provided, however, that all rights of creditors and all liens upon any property of the Converting Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Converting Entity shall continue and may be enforced against the Converted Entity to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Converted Entity.

All acts of the Converting Entity, plans, policies, resolutions, approvals and authorizations of the board of directors of the Converting Entity, or any committees thereof that were valid and effective immediately prior to the Conversion shall be taken for all purposes as the acts, plans, policies, resolutions, approvals and authorizations of the Converted Entity and shall be as effective and binding thereon as the same were with respect to the Converting Entity. The employees of the Converting Entity shall become the employees of the Converted Entity and continue to be entitled to the same rights and benefits that they enjoyed as employees of the Converting Entity.

## **ARTICLE VIII**

### **APPROVAL OF SHAREHOLDERS; FILING OF PLAN OF CONVERSION AND ARTICLES OF CONVERSION**

Prior to becoming effective, this Plan shall have been approved by the holders of not less than two-thirds of the Converting Entity's common stock. After adoption and approval of the Conversion by the shareholders of the Converting Entity, Articles of Conversion setting forth the information required by, and executed in accordance with, the Texas Business Corporation Act shall be submitted to the Office of the Secretary of State of Texas for filing in such office.

## **ARTICLE IX**

### **EFFECTIVE TIME OF THE CONVERSION**

After this Plan is duly authorized and adopted, and is not terminated and abandoned pursuant to Section 10.2 hereof, Articles of Conversion will be filed with the Secretary of State of Texas. The Conversion shall be effective November 1, 2004, or on the date of filing with the Secretary of State of the Articles of Conversion, whichever is later (the "Effective Time"). At the Effective Time, the Converting Entity shall be converted into the Converted Entity.

ARTICLE X

ADDITIONAL AGREEMENTS

10.1 Further Assurances. If at any time the Converted Entity shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Converted Entity, the title to any property or rights of the Converting Entity acquired or to be acquired by or as a result of the Converting Entity, the proper officers and directors of the Converting Entity and the Converted Entity, respectively, shall be, and they hereby are, severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law, and take such other action in the name of the Converting Entity or the Converted Entity, as may be necessary or proper to vest, perfect, or confirm title to such property or rights in the Converted Entity and otherwise carry out the purposes of this Plan.

10.2 Termination and Abandonment. This Plan and the Conversion contemplated may be terminated and abandoned for any reason by resolution of the shareholders of the Converting Entity at any time prior the Effective Time. In the event of termination and abandonment of this Plan and the Conversion pursuant to this section, this Plan shall become void and have no effect.

10.3 Amendments; Supplements. At any time before or after approval and adoption by the shareholders of the Converting Entity, this Plan may be amended in matters of form, or supplemented by additional agreements, articles or certificates, as may be determined in the judgment of the directors or officers of the Converting Entity to be necessary, desirable or expedient to clarify the intention of the parties hereto, or to effect or facilitate the filing, recording or official approval of this Plan and the consummation hereof, and the Conversion provided for herein in accordance with the purposes and intent of this Plan.

10.4 Filing of Final Texas Franchise Tax Report. The Converted Entity will file within 60 days from the date of the Conversion a final Texas franchise tax report with the Texas Comptroller of Public Accounts and shall be liable for all fees and franchise taxes that were required to be paid by the Converting Entity.

10.5 Execution in Counterparts. For the convenience of the parties and in order to facilitate filing, this Plan may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, the Converting Entity hereby adopts this Plan of Conversion in order to convert to the Converted Entity by duly executing this Plan on November 1, 2004.


EVAP, LLC

By: \_\_\_\_\_  


Evan Aptaker, President

PATAP, LLC

By:

  
Patricia Aptaker, President


242507.1



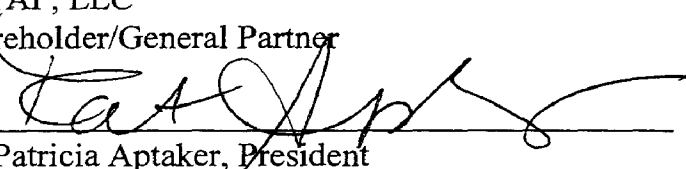
CONSENT

The undersigned shareholders of APTAKER COMPANY, INC. execute this Plan to affirm their consent to become general or limited partners in APTAKER COMPANY, LTD. as proposed in the Plan.

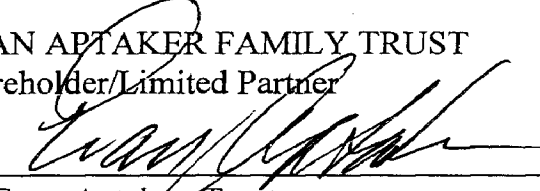
EVAP, LLC  
Shareholder/General Partner

By:   
Evan Aptaker, President

PATAP, LLC  
Shareholder/General Partner

By:   
Patricia Aptaker, President

EVAN APTAKER FAMILY TRUST  
Shareholder/Limited Partner

By:   
Evan Aptaker, Trustee

PATRICIA APTAKER FAMILY TRUST  
Shareholder/Limited Partner

By:   
Patricia Aptaker, Trustee

242507.1

EXHIBIT A

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
APTAKER COMPANY, LTD.

242507.1

EXHIBIT A

-1-

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EXHIBIT B

LIMITED PARTNERSHIP AGREEMENT  
OF  
APTAKER COMPANY, LTD.

242507.1

EXHIBIT B

-1-

RECORDED: 08/08/2005

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