

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Claimshop.com, Inc.		11/26/2002	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Claimshop.com, Ltd.		
Street Address:	13760 Noel Road		
Internal Address:	Suite 1100		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75240		
Entity Type:	LIMITED PARTNERSHIP: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2555846	CLAIMSHOP	
CORRESPONDENCE DATA			
Fax Number:	(713)615-5243		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	7137581105		
Email:	sbrown@velaw.com		
Correspondent Name:	W. Scott Brown		
Address Line 1:	1001 Fannin Street		
Address Line 2:	2300 First City Tower		
Address Line 4:	Houston, TEXAS 77002-6760		
ATTORNEY DOCKET NUMBER:	ACC720/29001		
NAME OF SUBMITTER:	W. Scott Brown		
Signature:	/wsb/		

CH \$40.00 2555846

Date:

01/17/2006

Total Attachments: 4

source=articles of conversion_2#page1.tif

source=articles of conversion_2#page2.tif

source=articles of conversion_2#page3.tif

source=articles of conversion_2#page4.tif

ARTICLES OF CONVERSION**OF****CLAIMSHOP.COM, INC.**
(a Texas corporation)**INTO****CLAIMSHOP.COM, LTD.**
(a Texas limited partnership)**FILED**
In the Office of the
Secretary of State of Texas**NOV 27 2002****Corporations Section**

Pursuant to the provisions of Article 5.18 of the Texas Business Corporation Act, and Section 2.15 of the Texas Revised Limited Partnership Act, CLAIMSHOP.COM, INC., a Texas corporation (the "Converting Entity") hereby adopts these Articles of Conversion for the purpose of converting CLAIMSHOP.COM, INC. from a Texas corporation into a Texas limited partnership to be known as CLAIMSHOP.COM, LTD., a limited partnership under the Texas Revised Limited Partnership Act (the "Converted Entity").

ARTICLE I

The Converting Entity hereby certifies as follows:

A. CLAIMSHOP.COM, INC., the Converting Entity, is a business corporation organized and existing under the laws of the State of Texas.

B. A Plan of Conversion converting CLAIMSHOP.COM, INC. into CLAIMSHOP.COM, LTD., a limited partnership under the Texas Revised Limited Partnership Act, has been approved by the shareholders of the undersigned corporation in the manner prescribed by the Texas Business Corporation Act.

C. An executed copy of the Plan of Conversion is on file at the principal offices of CLAIMSHOP.COM, INC., the Converting Entity at 13760 Noel Road, Suite 1100, Dallas, Texas 75240. From and after the conversion a counterpart of the executed Plan of Conversion will be on file at the principal office of CLAIMSHOP.COM, LTD., 13760 Noel Road, Suite 1100, Dallas, Texas 75240.

D. 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 shareholder of the Converting Entity or any partner of the Converted Entity.

E. CLAIMSHOP.COM, LTD., will succeed, without other transfer, to all the rights and property of CLAIMSHOP.COM, INC., and will be subject to all debts and liabilities, including franchise tax liability, of CLAIMSHOP.COM, INC. All rights of creditors and liens upon the property of CLAIMSHOP.COM, INC. will remain in force with respect to property affected by such liens immediately prior to the conversion.

ARTICLE II

The number of outstanding shares of capital stock of the Converting Entity and the number of shares entitled to vote as a class are as follows:

<u>Class of Shares</u>	<u>Number of Voting Shares Outstanding</u>	<u>Number of Nonvoting Shares Outstanding</u>	<u>Class Voting</u>
Common Stock, Par Value \$1.00	1,428,500	-0-	N/A

ARTICLE III

The number of outstanding shares of each class of capital stock voted for and against the plan are as follows:

<u>Class</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>	<u>Class Voting</u>
Common Stock, Par Value \$1.00	1,428,500	-0-	N/A

ARTICLE IV

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 the payment of all fees and franchise taxes that were required to be paid by the Converting Entity.

ARTICLE V

CLAIMSHOP.COM, INC. is a Texas corporation, not a foreign corporation; therefore, no statement is required in regard to approval of the Plan of Conversion being duly authorized by actions required by laws under a jurisdiction other than Texas.

ARTICLE VI

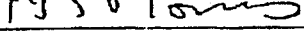
These Articles of Conversion shall become effective on **November 30, 2002 at 11:59 p.m.** or on the date of filing, whichever is later, in accordance with Article 5.19 and 10.03A of the Texas Business Corporation Act and Article 2.12A of the Texas Revised Limited Partnership Act.

ARTICLE VII

Two copies of the Certificate of Limited Partnership of CLAIMSHOP.COM, LTD., which is to be created pursuant to the plan of conversion, are being filed with the Secretary of State with these Articles of Conversion.

Dated: November 26, 2002.

CLAIMSHOP.COM, INC.

By: 
HARRIETT FLOWERS, President

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CLAIMSHOP.COM, LTD.**

The undersigned General Partner, desiring to form a limited partnership under the provisions of the Texas Revised Limited Partnership Act, certifies as follows:

1. Converting Entity. The name of the converting entity is CLAIMSHOP.COM, INC., a Texas Corporation. The registered address of CLAIMSHOP.COM, INC. is located at 13760 Noel Road, Suite 1100, Dallas, Texas 75240. The principal office of CLAIMSHOP.COM, INC. is located at 13760 Noel Road, Suite 1100, Dallas, Texas 75240. The Articles of Incorporation for CLAIMSHOP.COM, INC. were originally filed with the Texas Secretary of State's Office on August 23, 1999.

2. Name. The name of the converted entity, a Texas limited partnership, is CLAIMSHOP.COM, LTD. ("Converted Entity"). The Texas limited partnership is being formed pursuant to a Plan of Conversion adopted by the Converting Entity.

3. Registered Agent and Registered Office. The name of the Converted Entity's registered agent for service of process is HARRIETT FLOWERS. The registered office address of the agent is 13760 Noel Road, Suite 1100, Dallas, Texas 75240..

4. Principal Office. The address of the principal office of the Converted Entity where records are required to be kept or made available is 13760 Noel Road, Suite 1100, Dallas, Texas 75240.

5. General Partner. The name, mailing address, and street address of the business or residence of the general partner is as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Business or Residence Address</u>
Claimshop Management, LLC	13760 Noel Road, Suite 1100 Dallas, Texas 75240.	13760 Noel Road, Suite 1100 Dallas, Texas 75240

6. Delayed Effective Date. This certificate of limited partnership shall be effective on November 30, 2002, at 11:59 P.M., or on the date of filing, whichever is later.

GENERAL PARTNER:

CLAIMSHOP MANAGEMENT, L.L.C.

Dated: November 26, 2002

By: 
Harriett Flowers, Member and Manager

28
2