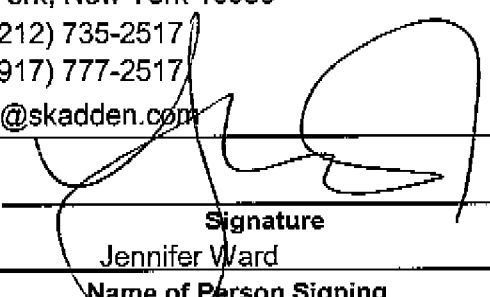


Form PTO-1594 (rev 06/04)	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U. S. Department of Commerce Patent and Trademark Office
To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:		
1. Name of conveying party(ies)/Execution Date(s): Respond 2, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other Citizenship <u>Oregon</u> Execution Date(s) <u>October 27, 2005</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and Address of receiving party(ies) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Name: <u>Respond 2 LLC</u> Internal Address: _____ Street Address: <u>207 NW Park Avenue</u> City: <u>Portland</u> State: <u>OR</u> Country: <u>U.S.</u> Zip: <u>97209</u> <input type="checkbox"/> Association - Citizenship _____ <input type="checkbox"/> General Partnership - Citizenship _____ <input type="checkbox"/> Limited Partnership - Citizenship _____ <input type="checkbox"/> Corporation - Citizenship _____ <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u> Citizenship <u>Oregon</u> <small>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No.</small>	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Government Interest Assignment <input checked="" type="checkbox"/> Other Articles of Conversion	4. Application number(s) or registration number(s): A. Trademark Application No(s). B. Trademark Registration No(s). <u>2963936</u> <u>2945925</u> <u>2681773</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Jennifer Ward, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 Tel: (212) 735-2517 Fax: (917) 777-2517 Jward@skadden.com	6. Total number of applications and registrations involved: <u>3</u>	7. Total fee (37 CFR 1.21(h) and 3.41) \$90 <input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 048870/29)
9. Signature.  _____ Signature Jennifer Ward Name of Person Signing	8. Payment Information Deposit Account No. <u>19-2385</u> Authorized user Name: <u>Michael McGuire</u>	
		September 15, 2006 _____ Date Total number of pages including cover sheet, and documents: <u>11</u>

CIH \$90.00 192385 2963936

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

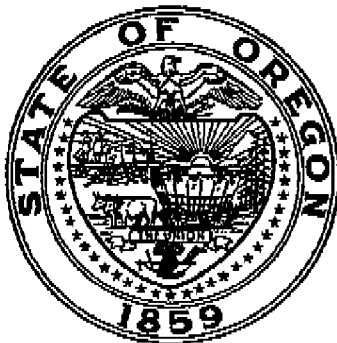
RESPOND 2, INC.

was incorporated under the
Oregon Business Corporation Act on
June 23, 1999.

Articles of Conversion
were filed on **October 27, 2005**
with a stated effective date of **October 28, 2005**
converting it to an Oregon Limited Liability Company
under the
Oregon Limited Liability Company Act
and changing it's name to


RESPOND 2 LLC

I further certify that
RESPOND 2 LLC
is active on the records of the Corporation Division as of the date of this certificate.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State

By 
Debra L. Virag
September 12, 2006

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, BILL BRADBURY, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached Document File for:

RESPOND 2 LLC

*is a true copy of the original documents
that have been filed with this office.*

*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

BILL BRADBURY, Secretary of State



By

Debra L. Virag

September 12, 2006

699899-27

ARTICLES OF INCORPORATION
OF
RESPOND 2, INC.

FILED
JUN 23 1999
OREGON
SECRETARY OF STATE

The undersigned natural person of the age of eighteen (18) years or more, acting as an Incorporator under the Oregon Business Corporation Act (the "Act") adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is Respond 2, Inc., and its duration shall be perpetual.

ARTICLE II

The purposes for which the corporation is organized are to engage in any lawful activities for which corporations may be organized under the Act.

ARTICLE III

A. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is Fifteen Million (15,000,000) shares, of which Twelve Million (12,000,000) shares shall be designated Common Stock and Three Million (3,000,000) shares shall be designated Preferred Stock.

B. The Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Board of Directors may determine. Each series shall be designated to distinguish its shares from the shares of all other series and classes. All shares of a series of Preferred Stock shall have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the articles of amendment adopted by the Board of Directors creating the series, of those of other series of the same class. Except as otherwise provided in these Articles of Incorporation, as such may be amended from time to time, different series of Preferred Stock shall not be construed to constitute different classes of shares for purposes of voting by classes.

C. Subject to the foregoing, the Board of Directors is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more series, each with such preferences, limitations and relative rights as shall be stated in articles of amendment adopted by the Board of Directors to create such series and filed with the Oregon Secretary of State under the Act. The authority of the Board of Directors with respect to each such series shall include, without limitation, the right to provide that the shares of each such series may (1) have special, conditional, or limited voting rights or no voting rights; (2) be redeemable or convertible (a) at the option of the corporation, the shareholder, or another person on the occurrence of a designated event, (b) for cash, indebtedness, securities, or other property, or (c) in a designated

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VOID IF ALTERED OR ERASED

amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events; (3) entitle the holders to distributions calculated in any manner, including dividends that may be cumulative, noncumulative, or partially cumulative; and (4) have preference over any other classes or series of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation, all as the Board of Directors may deem advisable and as are not inconsistent with the Act and the provisions of these Article of Incorporation. The Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

D. The corporation elects to waive preemptive rights and shareholders are not entitled to cumulate their votes for election of Directors.

E. At any meeting of the Shareholders, the holders of a majority of all the outstanding voting shares of the capital stock of this corporation, present in person or represented by proxy, shall constitute a quorum of the Shareholders for all purposes.

F. The corporation shall have the right to purchase its own shares as provided by the Act.

ARTICLE IV.

The address of the initial registered office of the corporation is 1300 SW Fifth Avenue, Suite 2300, Portland, Oregon 97201, and the name of its initial registered agent at such address is DWT Oregon Corp.

ARTICLE V.

A. The number of Directors constituting the initial Board of Directors of the corporation is six (6). Hereafter, the number of Directors of the corporation shall be fixed by the Bylaws of this corporation.

B. Vacancies in the Board of Directors shall be filled by the affirmative vote of the remaining Directors even though less than a quorum. All other requirements for filling such vacancies shall be established by the Bylaws of this corporation.

C. All or any number of the Directors may be removed, with or without cause, at a meeting expressly called for that purpose by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors.

D. Contracts or transactions of the corporation with an interested Director or Officer shall be valid as provided by the Act. The presence of such interested Director shall count toward a quorum and he may vote in favor of the transaction.

ARTICLE VI.

A. The Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a party or is threatened to be made a party to any proceeding by reason of or arising from the fact that he is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

B. The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act.

C. The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Shareholders or Board of Directors or otherwise.

ARTICLE VII.

The name and address of the person to whom the Corporation Division may mail notices required by the Act is:

<u>Name</u>	<u>Address</u>
Michael McArthur-Phillips	Davis Wright Tremaine LLP 1300 S.W. Fifth Avenue, Suite 2300 Portland, Oregon 97201-5682

ARTICLE VIII.

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Michael McArthur-Phillips	Davis Wright Tremaine LLP 1300 SW Fifth Avenue, Suite 2300 Portland, Oregon 97201-5683

ARTICLE IX.

The person to contact about this filing is:

Name

Address

Michael McArthur-Phillips

(503) 241-2300

I, the undersigned Incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 23^d day of June, 1999.

Michael McArthur-Phillips

Michael McArthur-Phillips, Incorporator

VOID IF ALTERED OR ERASED

VOID IF ALTERED OR ERASED

0000 02 15 03 10 000



Phone: (503) 866-2200
Fax: (503) 378-4361

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FileInOregon.com

Articles of Conversion - Business Entities
FILED

OCT 27 2005

**OREGON
SECRETARY OF STATE**

REGISTRY NUMBER: 6297299-87

In accordance with Oregon Revised Statute 182.410-182.400, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION

Respond 2, Inc.

2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION

Oregon corporation formed under Chapter 60 of the Oregon Revised Statutes

3) NAME OF BUSINESS ENTITY AFTER CONVERSION

Respond 2 LLC

4) TYPE OF BUSINESS ENTITY AFTER CONVERSION

Oregon limited liability company formed under Chapter 63 of the Oregon Revised Statutes

5) A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

6) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

The conversion shall become effective as of [12:01 a.m.] on October 28 2005. Please see the Plan of Conversion for additional information regarding the conversion and the converted entity.

7) EXECUTION
Signature

Printed Name

Timothy B. O'Leary

Title

CEO and President

8) CONTACT NAME (To resolve questions with this filing)

Brooke Levy

DAYTIME PHONE NUMBER (Include area code)

312 407-0876

FEES

Required Processing Fee \$50
Confirmation Copy (Optional) \$5
Processing Fees are non-refundable.

Please make check payable to "Corporation Division."

NOTE:
Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

10/27/05

VOID IF ALTERED OR ERASED

PLAN OF CONVERSION OF
RESPOND 2, INC.
INTO
RESPOND 2 LLC

THIS PLAN OF CONVERSION (this "Plan") dated as of October 27, 2005 is hereby adopted by Respond 2, Inc., an Oregon corporation (the "Corporation"), in accordance with sections 63.470 through 63.479 of the Oregon Revised Statutes (the "ORS").

RECITALS

1. Respond 2, Inc. is a corporation incorporated and existing under Chapter 60 of the ORS.
2. The Corporation's authorized capital stock consists of 15,000,000 shares of common stock (the "Common Stock") and 3,000,000 shares of preferred stock, of which 500,000 shares of Common Stock are issued and outstanding. There are no shares of preferred stock outstanding.
3. The sole shareholder and Board of Directors of the Corporation deem it advisable and in the best interests of the Corporation and its sole shareholder that the Corporation be converted into an Oregon limited liability company under and pursuant to sections 63.470 through 63.479 of the ORS.
4. Pursuant to Section 60.487 of the ORS, the Board of Directors and the sole shareholder of the Corporation have approved the conversion of the Corporation into an Oregon limited liability company under the terms and conditions set forth below.

PLAN OF CONVERSION

In consideration of the Recitals, the Corporation hereby adopts the following Plan of Conversion:

ARTICLE I
THE CONVERSION

At the Effective Date (as defined below), upon the terms and subject to the conditions of this Plan, and in accordance with the ORS, the Corporation shall be converted into a limited liability company organized and existing under Chapter 63 of the ORS and shall be named Respond 2 LLC (the "Conversion").

VOID IF ALTERED OR ERASED

ARTICLE II EFFECTIVE DATE

Subject to the terms and conditions set forth in this Plan, Articles of Conversion shall be approved by the shareholders of the Corporation and thereafter delivered to the Secretary of State of the State of Oregon for filing. The Conversion shall become effective as of [12:01 a.m. on October 28, 2005.

ARTICLE III EFFECTS OF THE CONVERSION

The Conversion shall have the effects set forth in Section 63.479 of the ORS, which include the following: (a) The Corporation continues its existence despite the conversion; (b) Title to all real estate and other property owned by the Corporation is vested in Respond 2 LLC without reversion or impairment; (c) All obligations of the Corporation including, without limitation, contractual, tort, statutory and administrative obligations are obligations of Respond 2 LLC and (d) Any action or proceeding pending against the Corporation or its owners may be continued as if the conversion had not occurred, or Respond 2 LLC may be substituted as a party to the action or proceeding.

ARTICLE IV ARTICLES OF CONVERSION AND OPERATING AGREEMENT

The Articles of Conversion and Operating Agreement of Respond 2 LLC, shall take effect on the Effective Date.

ARTICLE V CONVERSION OF SHARES

At the Effective Date, by virtue of the Conversion and without any action on the part of the holder thereof, each share of Common Stock issued and outstanding immediately prior to the Effective Date shall be changed and converted into 1/5,000th of one membership interest which shall represent, in the aggregate, one hundred (100) fully paid and non assessable limited liability company membership interests in Respond 2 LLC representing one hundred percent (100%) ownership of the outstanding membership interests in Respond 2 LLC.

ARTICLE VI MEMBER

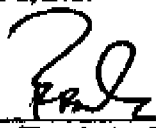
The name and address of the sole member are as follows:

Respond 2 Communications, Inc.
676 North Michigan Avenue, Suite 3900
Chicago, IL 60611

44020014 Chicago Server 2A - MSW

Dated as of the day and year first written above.

RESPOND 2, INC.

By: 
Name: Timothy B. O'Leary
Title: Chief Executive Officer

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VOID WITHOUT WATERMARK OR IF ALTERED OR ERASED