

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|---|-----------------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Limited Liability Company Articles of Organization - Conversion | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| ValleyCrest Companies | | 10/20/2006 | CORPORATION: CALIFORNIA |

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|-----------------------------|---------------------------------------|
| RECEIVING PARTY DATA | |
| Name: | ValleyCrest Companies LLC |
| Street Address: | 24151 Ventura Boulevard |
| City: | Calabasas |
| State/Country: | CALIFORNIA |
| Postal Code: | 91302 |
| Entity Type: | LIMITED LIABILITY COMPANY: CALIFORNIA |

PROPERTY NUMBERS Total: 33

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Serial Number: | 78951855 | JAMES HYATT STUDIO VALLEYCREST DESIGNGROUP |
| Serial Number: | 78965378 | HRP STUDIO VALLEYCREST DESIGN GROUP |
| Serial Number: | 78964132 | VALLEYCREST DESIGN GROUP |
| Serial Number: | 78964081 | COMSTOCK STUDIO VALLEYCREST DESIGNGROUP |
| Serial Number: | 78951853 | SITWORKS STUDIO VALLEYCREST DESIGN GROUP |
| Registration Number: | 2997238 | VALLEY CREST TREE COMPANY THE TREE GROWING & TREE MOVING COMPANY |
| Serial Number: | 77031469 | VALLEYCREST HOMESCAPES |
| Serial Number: | 77028116 | ESTATE GARDENS BY VALLEYCREST |
| Serial Number: | 77138173 | STEP OUT TO YOUR WORLD |
| Serial Number: | 77028129 | ESTATE GARDENS BY VALLEYCREST |
| Registration Number: | 2897023 | |
| Registration Number: | 2891663 | |
| Registration Number: | 2889773 | |
| Registration Number: | 3058025 | |

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| Registration Number: | 3145823 | |
| Registration Number: | 2977025 | |
| Registration Number: | 2942535 | |
| Registration Number: | 2891662 | |
| Registration Number: | 2889772 | VALLEYCREST |
| Registration Number: | 2889771 | VALLEYCREST |
| Registration Number: | 3162994 | VALLEYCREST |
| Registration Number: | 2887156 | VALLEYCREST |
| Registration Number: | 2889770 | VALLEYCREST |
| Registration Number: | 2889769 | VALLEYCREST |
| Registration Number: | 3123946 | THE WORKFORCE OF NATURE |
| Registration Number: | 2282997 | VALLEYCREST |
| Registration Number: | 2365137 | NATURAL ENGINEERING |
| Registration Number: | 2266591 | |
| Registration Number: | 2352217 | SITE WORKS |
| Registration Number: | 2821662 | THE WORKFORCE OF NATURE |
| Registration Number: | 2453215 | HOLIDAY WORKS |
| Registration Number: | 2830621 | THE WORKFORCE OF NATURE |
| Registration Number: | 2830622 | THE WORKFORCE OF NATURE |

CORRESPONDENCE DATA

Fax Number: (310)201-2306
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (310) 553-3610
Email: ipmail@ggfirm.com
Correspondent Name: Rami S. Yanni, Esq.
Address Line 1: 1900 Avenue of the Stars, 21st Floor
Address Line 2: Greenberg Glusker Fields Claman & Machti
Address Line 4: Los Angeles, CALIFORNIA 90067

| | |
|-------------------------|--------------|
| ATTORNEY DOCKET NUMBER: | 24074-00004 |
| NAME OF SUBMITTER: | Rami Yanni |
| Signature: | /Rami Yanni/ |
| Date: | 08/27/2007 |

Total Attachments: 2
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source=Converted Entity ValleyCrest#page2.tif

TRADEMARK

REEL: 003609 FRAME: 0379

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 23 2006

BRUCE McPHERSON
Secretary of State



State of California Secretary of State

File 200629610015

ENDORSED - FILED In the office of the Secretary of State of the State of California

OCT 20 2006

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT - Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "LLC.") ValleyCrest Companies LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one) [] ONE MANAGER [X] MORE THAN ONE MANAGER [] ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE N/A CITY AND STATE ZIP CODE

5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both Items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 5 must be completed (leave Item 6 blank).) Corporation Service Company Which Will Do Business In California As CSC-Lawyers Incorporating Service

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA N/A CITY STATE ZIP CODE CA

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY ValleyCrest Companies

8. FORM OF ENTITY Corporation 9. JURISDICTION State of California 10. CA SECRETARY OF STATE FILE NUMBER, IF ANY C1140050

11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS 460,934 Shares of Outstanding Preferred Stock a majority of the shares represented

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

13. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON: Marcello Liguori, Vice President (Signature and Date 10/20/06) SIGNATURE OF AUTHORIZED PERSON: Marc R. Lisker, Assistant Secretary (Signature and Date 10/20/06)

