

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Asynchrony.com LLC		02/29/2000	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Asynchrony.com, Inc.		
Street Address:	13397 Lakefront Drive		
City:	Earth City		
State/Country:	MISSOURI		
Postal Code:	63045		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2579373	ASYNCHRONY	
CORRESPONDENCE DATA			
Fax Number:	(314)612-2323		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	314-621-5070		
Email:	gashbrook@armstrongteasdale.com		
Correspondent Name:	Meredith P. Gammill		
Address Line 1:	One Metropolitan Square, Suite 2600		
Address Line 4:	St. Louis, MISSOURI 63102-2740		
ATTORNEY DOCKET NUMBER:	28510-7		
NAME OF SUBMITTER:	Meredith P. Gammill		
Signature:	/MPG-ATLLP/		
Date:	06/11/2008		

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Total Attachments: 4
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Delaware

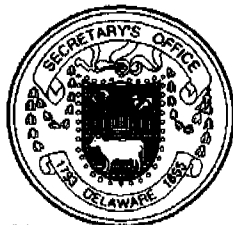
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "ASYNCHRONY.COM LLC", CHANGING ITS NAME FROM "ASYNCHRONY.COM LLC" TO "ASYNCHRONY.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

3047261 8100

080678657



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6648588

DATE: 06-10-08

You may verify this certificate online
at corp.delaware.gov/authver.shtml

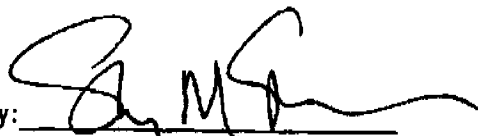
TRADEMARK
REEL: 003793 FRAME: 0735

**STATE OF DELAWARE CERTIFICATE OF CONVERSION
OF DOMESTIC LIMITED LIABILITY COMPANY
INTO DOMESTIC CORPORATION**

Pursuant to Title 8, Section 265 of the Delaware General Corporation Law, the undersigned, a duly authorized officer of asynchrony.com, llc, a Delaware limited liability company (the "Company"), for the purpose of converting the Company into a Delaware corporation organized under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), does hereby execute this Certificate of Conversion.

- FIRST:** The Company was formed on May 25, 1999.
- SECOND:** The name of the entity being converted is asynchrony.com llc.
- THIRD:** The name of the resulting corporation is Asynchrony.com, Inc.
- FOURTH:** The entity being converted is a Delaware limited liability company.
- FIFTH:** The conversion is to become effective on upon filing of this Certificate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 24th day of February, 2000.

By: 
Name: Steven M. Elfanbaum
Title: President

CERTIFICATE OF INCORPORATION

OF

Asynchrony.com, Inc.

THE UNDERSIGNED, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certify that:

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is Asynchrony.com, Inc.

SECOND: The registered office of the Corporation is to be located at 1209 Orange Street, Wilmington (New Castle County), Delaware 19801. The Corporation Trust Company is the Corporation's registered agent for service of process at that address.

THIRD: The Corporation is formed for the following purposes:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The Corporation shall have perpetual existence.

FIFTH: The names of the incorporators, each having the mailing address below, are as follows:

Steven M. Elfanbaum	13397 Lakefront Drive
Nathan W. McKie, Jr.	Earth City, MO 63045
Robert J. Elfanbaum	
David Elfanbaum	
Rod Thomas	

SIXTH: The aggregate number of shares which the Corporation shall have authority to issue is Ten Million (10,000,000) shares, of which Seven Million Five Hundred Thousand (7,500,000) shares shall be Common Stock with a par value of \$0.001 per share and Two Million Five Hundred Thousand (2,500,000) shares shall be Preferred Stock with a par value of \$0.001 per share. The Preferred Stock shall be divided into and from time to time may be issued in classes and in series within any class, and the Board of Directors is hereby authorized to make such divisions into classes and series, and to determine the designation, voting rights, preferences, limitations and special rights, if any, of the shares of each such class or series.

SEVENTH: The power to adopt, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation.

EIGHTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may hereafter be amended or supplemented.

NINTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may hereafter be amended or supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.



TENTH: This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Steven M. Elfanbaum
Nathan W. McKie, Jr.
Robert J. Elfanbaum
David Elfanbaum
Rod Thomas

ELEVENTH: From time to time, any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article ELEVENTH.

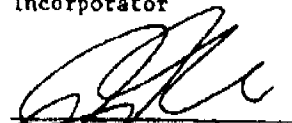
IN WITNESS WHEREOF, the undersigned directors do hereby execute this Certificate of Incorporation, and each does hereby acknowledge that this instrument constitutes his act and deed and that the facts stated herein are true.

Dated: February 24, 2000.



Steven M. Elfanbaum
Incorporator

Nathan W. McKie, Jr.
Incorporator


Robert J. Elfanbaum
Incorporator
David Elfanbaum
Incorporator
Rod Thomas
Incorporator