

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Entity Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Franchise Solutions, Inc.		09/03/2008	CORPORATION: VIRGINIA
RECEIVING PARTY DATA			
Name:	Franchise Solutions, LLC		
Street Address:	222 International Drive, Suite 195		
City:	Portsmouth		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03801		
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2706994	ENTREPROFILE	
Registration Number:	3108972	FRANCHISE SOLUTIONS	
CORRESPONDENCE DATA			
Fax Number:	(404)541-4753		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	miskowitz@kilstock.com		
Correspondent Name:	Alex Fonoroff / Kilpatrick Stockton LLP		
Address Line 1:	1100 Peachtree Street, Suite 2800		
Address Line 4:	Atlanta, GEORGIA 30309-4530		
ATTORNEY DOCKET NUMBER:	L9090-313223		
NAME OF SUBMITTER:	Alex Fonoroff, Kilpatrick Stockton		
Signature:	/alex fonoroff/		
Date:	10/07/2008		

OP \$65.00 2706994

Total Attachments: 6

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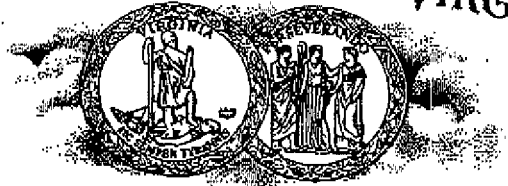
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THEODORE V. MORRISON, JR.
CHAIRMAN

MARK C. CHRISTIE
COMMISSIONER

JUDITH WILLIAMS JAGDMANN
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1187
RICHMOND, VIRGINIA 23219-1197

STATE CORPORATION COMMISSION Office of the Clerk

September 3, 2008

JEFFREY G ULLRICH
WILLCOX & SAVAGE PC
ONE COMMERCIAL PL STE 1800
NORFOLK, VA 23510

RE: Franchise Solutions, LLC
ID: S269519 - 7
DCN: 08-09-03-0631

Dear Customer:

This is your receipt for \$100.00 covering the fees for filing articles of entity conversion with this office.

This is also your receipt for \$125.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of entity conversion is September 3, 2008. When the certificate is effective, Franchise Solutions, Inc. is converted to a limited liability company organized under the laws of this Commonwealth with the following name:

Franchise Solutions, LLC

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CNVRLRCT
CNVR
CIS0354

Tyler Building, 1300 East Main Street, Richmond, VA 23219-3630
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) www.scc.virginia.gov/division/clk
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-9206

TRADEMARK

REEL: 003866 FRAME: 0120

S269519 - 7**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION****AT RICHMOND, SEPTEMBER 3, 2008**

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

Franchise Solutions, Inc.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective September 3, 2008.

When the certificate becomes effective, Franchise Solutions, Inc. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

Franchise Solutions, LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CNVRLACT
CIS0354
08-09-03-0631

TRADEMARK
REEL: 003866 FRAME: 0121

Commonwealth of Virginia



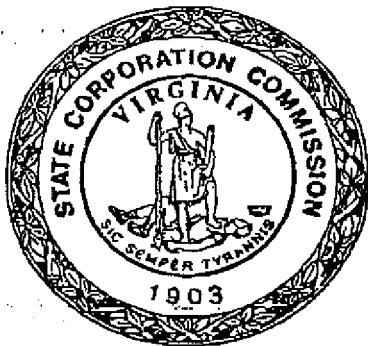
STATE CORPORATION COMMISSION

Richmond, September 3, 2008

This is to certify that the certificate of entity conversion of

Franchise Solutions, LLC

was this day issued and admitted to record in this office and that the said limited liability company is authorized to transact its business subject to all Virginia laws applicable to the company and its business. Effective date: September 3, 2008



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF ENTITY CONVERSION
(Virginia corporation converting to a Virginia limited liability company)

ARTICLES OF ENTITY CONVERSION
OF
FRANCHISE SOLUTIONS, INC.

The undersigned corporation, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, hereby executes the following articles of entity conversion and sets forth:

ONE

The name of the corporation immediately prior to the filing of these articles of entity conversion is **Franchise Solutions, Inc.** The corporation shall convert to a Virginia limited liability company and its name shall be **Franchise Solutions, LLC.**

TWO

The Plan of Entity Conversion is attached hereto as Exhibit A. The Articles of Organization of the surviving limited liability company are attached hereto as Attachment 1 to Exhibit A.

THREE

The Plan of Entity Conversion was submitted to the sole shareholder by the Board of Directors in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and the Plan of Entity Conversion was adopted by unanimous consent of the sole shareholder.

The undersigned declares that the facts herein stated are true as of August 29, 2008.

FRANCHISE SOLUTIONS, INC.,
a Virginia corporation


By: 
Guy R. Friddell, III, Vice President

EXHIBIT A

PLAN OF ENTITY CONVERSION

for

FRANCHISE SOLUTIONS, INC.,

a Virginia corporation

1. **The Parties.** Franchise Solutions, Inc., a Virginia corporation (the "Corporation"), is proposing to convert to Franchise Solutions, LLC, a Virginia limited liability company (the "LLC") pursuant to Section 13.1-722.9(A) of the Virginia Code.

2. **Effective Date.** This entity conversion shall be effective on the date that a Certificate of Entity Conversion is issued by the Clerk of the Virginia State Corporation Commission (the "Effective Date").

3. **Conversion of Shares into Membership Interests.** The Corporation's sole shareholder shall become the LLC's sole member. On surrender of the certificates representing the shares of stock in the Corporation outstanding immediately before the Effective Date, the interest in the LLC shall be deemed to have been issued in exchange therefor in accordance with the provisions set forth above.

4. **Articles of Organization/Management.** On conversion, the Articles of Organization in the form set forth in the attached Attachment 1 shall be the LLC's Articles of Organization. As stated in the Articles of Organization, the LLC shall be managed by a manager or managers.

5. **Tax-Free Reorganization.** This Plan of Entity Conversion shall constitute a tax-free "plan of reorganization" within the meaning of Section 368 of the Internal Revenue Code, as amended.

6. **Further Assurances.** If at any time the LLC shall consider or be advised that further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm the LLC with title to any property or rights of the Corporation, or otherwise carry out the provisions hereof, before the Effective Date the proper officers and directors of the Corporation and thereafter the manager of the LLC, acting on behalf of the Corporation shall execute and deliver any and all proper assignments, conveyances and assurances and do all things necessary or desirable to vest, perfect or confirm the LLC with title to such property or rights and otherwise carry out the provisions hereof.

7. **Abandonment.** This Plan of Entity Conversion may be terminated and the conversion abandoned at any time before the Effective Date by action of the Board of Directors of the Corporation.

END

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
ARTICLES OF ORGANIZATION**

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia, the undersigned states as follows:

1. The name of the limited liability company is:

Franchise Solutions, LLC

2. A. The name of the limited liability company's initial registered agent is Guy R. Friddell, III.

B. The registered agent is an individual who is a resident of Virginia and is a member of the Virginia State Bar.

3. The limited liability company's initial registered office address, which is identical to the business office of the initial registered agent, is:

150 West Brambleton Avenue
Norfolk, Virginia 23510


which is located in the City of Norfolk

4. The limited liability company's principal office address, where the records will be maintained pursuant to Virginia Code Section 13.1-1028, is:

222 International Drive, Suite 195
Portsmouth, New Hampshire 03801

5. The limited liability company will be managed by a manager or managers.

6. Signature:



Jeffrey W. Breeser, Organizer

August 29, 2008