

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
Total Benefit Communications, Inc.		12/17/2007	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	Total Benefit Communications, LLC		
Street Address:	1117 Perimeter Center West		
Internal Address:	Suite W212		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30338		
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2233369	TOTAL BENEFIT COMMUNICATIONS	
CORRESPONDENCE DATA			
Fax Number:	(202)842-8465		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-842-8800		
Email:	dctrademarks@dbr.com, molly.barr@dbr.com, karentha.streeter@dbr.com		
Correspondent Name:	Jennifer L. Dean		
Address Line 1:	1500 K Street, NW		
Address Line 2:	Suite 1100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005-1209		
ATTORNEY DOCKET NUMBER:	038301.313/422577		
NAME OF SUBMITTER:	Molly G. Barr		
Signature:	/Molly G. Barr/		

OP \$40.00 2233369

Date:

02/17/2009

Total Attachments: 4

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STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on 01/01/2008 converting

TOTAL BENEFIT COMMUNICATIONS, INC.
a Domestic Profit Corporation

to

TOTAL BENEFIT COMMUNICATIONS, LLC
a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on January 1, 2008



A handwritten signature in cursive script, reading 'Karen C Handel'.

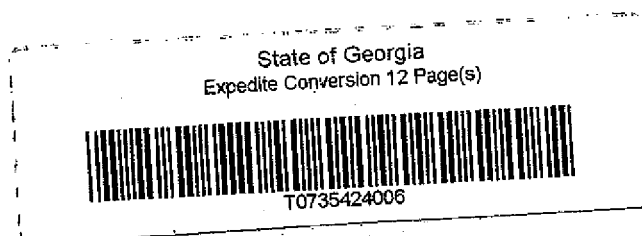
Karen C Handel
Secretary of State

CERTIFICATE OF CONVERSION
OF
TOTAL BENEFIT COMMUNICATIONS, INC.
INTO
TOTAL BENEFIT COMMUNICATIONS, LLC

Pursuant to the provisions of Section 14-2-1109.1 of the Georgia Business Corporation Code ("GBCC") and Section 14-11-212 of the Georgia Limited Liability Company Act ("GLLCA"), the undersigned corporation hereby elects to become a limited liability company (the "Conversion") by delivering the following Certificate of Conversion (this "Certificate") to the Secretary of State of the State of Georgia for filing:


1. The name and jurisdiction of incorporation of the converting entity is Total Benefit Communications, Inc., a Georgia corporation (the "Company").
2. The Company hereby elects to become a limited liability company.
3. The name of such limited liability company shall be Total Benefit Communications, LLC (the "LLC").
3. The effective date and time of the conversion is January 1, 2008 at 12:01 a.m.
4. The Conversion has been approved as required by subsection (a) of Section 14-11-212 of the GLLCA and Section 14-2-1109.1 of the GBCC.
5. Attached hereto as Annex A and filed herewith are the Articles of Organization of the LLC, that shall be the articles of organization of the LLC unless and until modified in accordance with the GLLCA.
6. Each share of the issued and outstanding capital stock of the Company shall be converted into limited liability company interests of the LLC.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on
December 17, 2007.

TOTAL BENEFIT COMMUNICATIONS, INC.

By: 
Name: Andrew P. Forstenzer
Title: Vice President

SECRETARY OF STATE
CORPORATIONS DIVISION

2007 DEC 18 PM 2:44

Annex A

ARTICLES OF ORGANIZATION

OF

TOTAL BENEFIT COMMUNICATIONS, LLC

To the Secretary of State
of the State of Georgia

FIRST: The name of the limited liability company (the "Company") is Total Benefit Communications, LLC.

SECOND: The name and address of the organizer of the Company is:

Ellen R. Dunkin
Crump Group, Inc.
199 Water Street, 28th Floor
New York, New York 10038-3526

THIRD: The name, address and county of the registered office of the Company in Georgia is:

CT Corporation System
1201 Peachtree Street N.E.
Atlanta, Georgia 30361
Fulton County

FOURTH: The name of the registered agent at the registered office of the Company in Georgia is CT Corporation System.

FIFTH: The principal place of business of the Company is 1117 Perimeter Center West, Suite W212, Atlanta, Georgia 30338.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on December 17, 2007.


Ellen R. Dunkin, Organizer

SECRETARY OF STATE
CORPORATIONS DIVISION
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