

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion from Utah Corporation to Delaware LLC		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
One on One Marketing, Inc.		10/12/2010	CORPORATION: UTAH
RECEIVING PARTY DATA			
Name:	One on One Marketing, LLC		
Street Address:	2912 Executive Parkway		
City:	Lehi		
State/Country:	UTAH		
Postal Code:	84043		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3869500	CLASSESANDCAREERS.COM	
Registration Number:	3831721	CLASSESANDCAREERS.COM	
Serial Number:	85153191	ONE ON ONE MARKETING	
CORRESPONDENCE DATA			
Fax Number:	(801)438-2050		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	8014382000		
Email:	jrichards@btjd.com		
Correspondent Name:	Jared M. Richards		
Address Line 1:	3165 East Millrock Drive		
Address Line 2:	Suite 500		
Address Line 4:	Salt Lake City, UTAH 84121		
ATTORNEY DOCKET NUMBER:	ONE ON ONE TRADEMARK ASSI		
NAME OF SUBMITTER:	Jared M. Richards		

OP \$90.00 3869500

900179254

**TRADEMARK
 REEL: 004436 FRAME: 0693**

Signature:	/Jared M. Richards/
Date:	12/20/2010
Total Attachments: 7 source=Articles of Conversion (with Articles of Org)_filed#page1.tif source=Articles of Conversion (with Articles of Org)_filed#page2.tif source=Articles of Transfer_filed#page1.tif source=ONE ON ONE MARKETING LLC DE-CERTIFICATE OF CONVERSION_filed in Delaware#page1.tif source=ONE ON ONE MARKETING LLC DE-CERTIFICATE OF CONVERSION_filed in Delaware#page2.tif source=ONE ON ONE MARKETING LLC DE-CERTIFICATE OF FORMATION_filed in Delaware#page1.tif source=ONE ON ONE MARKETING LLC DE-CERTIFICATE OF FORMATION_filed in Delaware#page2.tif	

Date: 10/12/2010
Receipt Number: 3338615
Amount Paid: \$224.00

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OCT 12 2010

EXPEDITE



Utah Div. Of Corp. & Comm. Code

ARTICLES OF CONVERSION

October 12, 2010

The undersigned, for the purpose of converting One on One Marketing, Inc., a Utah corporation, entity number 5159753-0142 ("*One on One Inc.*"), to a Utah limited liability company ("*One on One LLC*") under the Utah Revised Business Corporation Act (the "*Corporation Act*") and the Utah Revised Limited Liability Company Act (the "*LLC Act*"), hereby certifies as follows:

1. **Formation and Jurisdiction of One on One Inc.** One on One Inc. was formed on July 17, 2002, under the laws and jurisdiction of the State of Utah and has not changed its jurisdiction at any time prior to the filing of these Articles of Conversion.

2. **Name of One on One Inc.** The name of the One on One Inc. immediately prior to the filing of these Articles of Conversion was One on One Marketing, Inc.

3. **Name of One on One LLC.** The name of One on One LLC as set forth in its Articles of Organization filed with these Articles of Conversion in accordance with the Utah Revised Limited Liability Company Act is One on One Marketing, LLC.

4. **Conversion of Securities.** All issued and outstanding securities of One on One Inc., including without limitation all shares of capital stock, options, warrants, and any other instrument convertible into securities of One on One Inc., have been converted into securities of One on One LLC pursuant to that certain Conversion Agreement, dated effective as of the date hereof, by and between One on One Inc., One on One LLC, and the holders of the issued and outstanding securities of One on One Inc.

5. **Effective Date.** The conversion of One on One Inc. to One on One LLC shall be effective upon the filing of these Articles of Conversion and the filing of the Articles of Organization of One on One LLC.

6. **Approval.** The conversion of One on One Inc. to One on One LLC has been approved by the holders of all issued and outstanding shares of One on One Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of the date first written above.

Nicholas A. Greer, Authorized Person

10-12-10P02:43 RCVD

**ARTICLES OF ORGANIZATION
OF
ONE ON ONE MARKETING, LLC**

The undersigned person, being 18 years of age or older and acting as organizer pursuant to the Utah Revised Limited Liability Company Act (the "*Act*"), hereby adopts the following Articles of Organization as of October 12, 2010, for the purpose of forming a limited liability company under the Act.

ARTICLE I. COMPANY NAME

The name of the limited liability company is One on One Marketing, LLC (the "*Company*").

ARTICLE II. PURPOSE

The Company is organized to transact any and all businesses for which limited liability companies may be formed under the Act.

ARTICLE III. REGISTERED AGENT

The name of the Company's commercial registered agent is BTJD Corporate Services, LLC, registration no. 7187183-0250.

ARTICLE IV. MANAGER

The Company will be managed by managers. The name of the initial manager is Nicholas A. Greer, and address of the initial manager is 2912 Executive Parkway, Lehi, Utah 84004.

ARTICLE V. ORGANIZER

The name of the organizer is Nicholas A. Greer and the organizer's address is 2912 Executive Parkway, Lehi, Utah 84004.

By signing these Articles of Organization, the undersigned declares, under penalty of perjury, that the Company has one or more members, that the person named as manager herein has consented to serve as manager of the Company, and that at or prior to filing these Articles, a writing has been prepared to be held with the records of the Company that sets forth the name and street address of each initial member and the name and street address of each initial manager of the Company.



Nicholas A. Greer, Organizer



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EXPEDITE

ARTICLES OF TRANSFER OF ONE ON ONE MARKETING, LLC

October 12, 2010

The undersigned hereby submits these Articles of Transfer pursuant to the Utah Revised Limited Liability Company Act (the "Act").

1. **Name.** The name of the limited liability company is One on One Marketing, LLC (the "**Company**").

2. **Formation.** The Company was originally incorporated as a Utah corporation on July 17, 2002, and was subsequently converted to a Utah limited liability company pursuant to Articles of Conversion and Articles of Organization filed with the Department of Commerce, Division of Corporations and Commercial Code of the State of Utah (the "**Division**"), on October 12, 2010.

3. **Jurisdiction.** The jurisdiction to which the Company shall be domesticated is the State of Delaware.

4. **Effectiveness.** The domestication of the Company to the State of Delaware shall be effective upon the filing of these Articles of Transfer.

5. **Approval.** The domestication of the Company to the State of Delaware has been approved by the Company's members.

6. **Existence.** The existence of the Company as a domestic limited liability company under the Act shall cease upon the filing of these Articles of Transfer.

7. **Service of Process.** The Company agrees that it may be served with process in the State of Utah in any proceeding for enforcement of any obligation of the Company arising while it was a domestic company under the Act. The address to which a copy of service of process shall be mailed to the Company is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Transfer as of the date first written above.

Nicholas A. Greer, Manager

10-12-10P02:43 RCVD

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A UTAH LIMITED LIABILITY COMPANY UNDER THE NAME OF "ONE ON ONE MARKETING, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2010, AT 5:47 O'CLOCK P.M.



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100988915

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8284519

DATE: 10-12-10

TRADEMARK
REEL: 004436 FRAME: 0698

CERTIFICATE OF CONVERSION
TO
A DOMESTIC LIMITED LIABILITY COMPANY
OF
ONE ON ONE MARKETING, LLC

October 12, 2010

The undersigned, for the purpose of converting One on One Marketing, LLC, a Utah limited liability company ("*One on One Utah*"), to a domestic limited liability company ("*One on One Delaware*") under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) (the "*Act*"), hereby certifies as follows:

1. **Formation and Jurisdiction of One on One Utah.** One on One Utah was originally incorporated as a corporation on July 17, 2002, under the laws and jurisdiction of Utah and was subsequently converted to a limited liability company on October 12, 2010, under the laws and jurisdiction of Utah, and has not changed its jurisdiction at any time prior to the filing of this Certificate of Conversion to a Domestic Limited Liability Company (this "*Certificate of Conversion*").

2. **Name of One on One Utah.** The name of the One on One Utah immediately prior to the filing of this Certificate of Conversion was One on One Marketing, LLC.

3. **Name of One on One Delaware.** The name of One on One Delaware as set forth in its Certificate of Formation filed with this Certificate of Conversion in accordance with the Act is One on One Marketing, LLC.

4. **Effective Date.** The conversion of One on One Utah to One on One Delaware shall be effective upon the filing of this Certificate of Conversion and the filing of the Certificate of Formation of One on One Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first written above.

/s/ Nicholas A. Greer
Nicholas A. Greer, Authorized Person

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ONE ON ONE MARKETING, LLC" FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2010, AT 5:47 O'CLOCK P.M.



4883813 8100V

100988915

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8284519

DATE: 10-12-10

TRADEMARK
REEL: 004436 FRAME: 0700

**CERTIFICATE OF FORMATION
OF
ONE ON ONE MARKETING, LLC**

October 12, 2010

The undersigned, for the purpose of complying with the provisions of the Delaware Limited Liability Company Act (6 *Del. C.* § 18-101, *et seq.*) (the "*Act*") applicable to forming One on One Marketing, LLC as a domestic limited liability company under the Act, hereby certifies as follows:

1. **Name.** The name of the limited liability company is One on One Marketing, LLC.
2. **Registered Office and Agent.** The address of the registered office of the limited liability company and the name of the registered agent for service of process of the limited liability company in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.

/s/ Nicholas A. Greer
Nicholas A. Greer, Authorized Person