

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
Compass Knowledge Group, LLC		11/30/2010	LIMITED LIABILITY COMPANY: FLORIDA
RECEIVING PARTY DATA			
Name:	Embanet-Compass Knowledge Group Inc.		
Street Address:	2145 Metrocenter Blvd., Suite 400		
City:	Orlando		
State/Country:	FLORIDA		
Postal Code:	32835		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3683077	COMPASS KNOWLEDGE	
CORRESPONDENCE DATA			
Fax Number:	(714)755-8290		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email:	ipdocket@lw.com		
Correspondent Name:	Latham & Watkins LLP		
Address Line 1:	650 Town Center Drive		
Address Line 2:	Suite 2000		
Address Line 4:	Costa Mesa, CALIFORNIA 92626		
ATTORNEY DOCKET NUMBER:	023880-0126		
NAME OF SUBMITTER:	Rhonda DeLeon		
Signature:	/Rhonda DeLeon/		
Date:	07/05/2011		

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Total Attachments: 5

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 1, 2010

C T CORPORATION SYSTEM

TALLAHASSEE, FL

Re: Document Number P10000097233

The Certificate of Conversion and Articles of Incorporation were filed November 30, 2010, with an organizational date deemed effective March 3, 1996, for EMBANET-COMPASS KNOWLEDGE GROUP INC., the resulting Florida corporation.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added. **It is your responsibility to remember to file your annual report in a timely manner.**

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6051, the Registration Filing Section.

Buck Kohr
Regulatory Specialist II
Division of Corporations

Letter Number: 810A00027977

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

TRADEMARK

REEL: 004575 FRAME: 0718

COPY

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

COMPASS KNOWLEDGE GROUP, LLC
Enter Name of Other Business Entity

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2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on March 3, 1996
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

EMBANET-COMPASS KNOWLEDGE GROUP INC.
Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 29th day of November, 20 10

COPY

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: [Signature]

Printed Name: MYREON HODUR Title: Incorporator

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]
Printed Name: MYREON HODUR Title: Authorized Representative

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

**ARTICLES OF INCORPORATION OF
EMBANET-COMPASS KNOWLEDGE GROUP INC.**

In compliance with Chapter 607 and/or Chapter 621, Florida Statutes (Profit)

ARTICLE I NAME

The name of the corporation shall be: Embanet-Compass Knowledge Group Inc. (the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address of the Corporation is:

2145 Metrocenter Blvd., Suite 400
Orlando FL 32835

ARTICLE III PURPOSE

The purpose for which the Corporation is organized is: any lawful act or activity for which corporations may be organized under Chapter 621 of the Florida Statutes.

ARTICLE IV SHARES

The Corporation shall have authority to issue One Hundred (100) shares of common stock, \$0.001 par value per share.

ARTICLE V REGISTERED AGENT

The name and Florida street address of the registered agent for the Corporation is:

Name: CT Corporation System
Address: 1200 South Pine Island Road
Plantation FL 33324

ARTICLE VI DIRECTORS

The members of the governing board of the Corporation are styled as directors. The board of directors of the Corporation shall be elected in such manner as shall be provided in the bylaws of the Corporation. The board of directors shall consist of at least one (1) individual and not more than ten (10) individuals. The number of directors may be changed from time to time in such manner as shall be provided in the bylaws of the Corporation.

ARTICLE VII INDEMNIFICATION AND EXCULPATION

Section 1. Payment of Expenses. In addition to any other rights of indemnification permitted by the laws of the State of Florida or as may be provided for by the Corporation in its bylaws or by agreement, the expenses of directors and officers incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such director or officer in his or her capacity as a director or officer of the Corporation, must be paid, by the Corporation or through insurance purchased and maintained by the Corporation, or through other financial

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arrangements made by the Corporation, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

Section 2. Limitation on Liability. The liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Statutes. If the Florida Statutes are amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers, the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Statutes, as so amended from time to time.

Section 3. Repeal and Conflicts. Any repeal or modification of Section (1) or (2) of this Article VII approved by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer of the Corporation existing as of the time of such repeal or modification. In the event of any conflict between Section (1) or (2) of this Article VII and any other Article of the Corporation's articles of incorporation, the terms and provisions of Sections (1) and/or (2) of this Article VII shall control.

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Name: Myreon Hodur
Address: 1250 Fourth Street, Ste 550
Santa Monica CA 90401

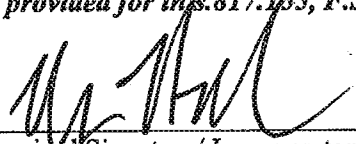
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Required Signature/Registered Agent

November 30, 2010
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.



Required Signature/ Incorporator
Myreon Hodur

November 29, 2010
Date