

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
United Capital Financial Partners, Inc.		08/10/2009	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	United Capital Financial Partners, Inc.
Street Address:	500 Newport Center Drive
Internal Address:	2nd Floor
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	76447537	VIRTUALITY
Serial Number:	78940345	FCS
Serial Number:	78957821	FINANCIAL CONTROL SCORECARD
Serial Number:	85011477	UNITED CAPITAL PRIVATE WEALTH COUNSELING
Serial Number:	85011891	
Serial Number:	85153935	HONEST CONVERSATIONS

CORRESPONDENCE DATA

Fax Number: (212)684-3999
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-684-3900
 Email: efiling@grr.com
 Correspondent Name: Amy B. Goldsmith
 Address Line 1: 270 Madison Avenue
 Address Line 2: 8th Floor

900196827

**TRADEMARK
 REEL: 004580 FRAME: 0573**

OP \$165.00 76447537

Address Line 4: New York, NEW YORK 10016-0601

ATTORNEY DOCKET NUMBER: 5149/ABG

NAME OF SUBMITTER: Amy B. Goldsmith

Signature: /Amy B. Goldsmith/

Date: 07/12/2011

Total Attachments: 2

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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 NEVADA CORPORATION UNDER THE NAME OF "UNITED CAPITAL FINANCIAL PARTNERS, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TENTH DAY OF AUGUST, A.D. 2009, AT 1:06 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4718597 8100V

090765826

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7466313

DATE: 08-10-09

TRADEMARK
REEL: 004580 FRAME: 0575

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:16 PM 08/10/2009
FILED 01:06 PM 08/10/2009
SRV 090765826 - 4718597 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
from a
NON-DELAWARE CORPORATION
to a
DELAWARE CORPORATION

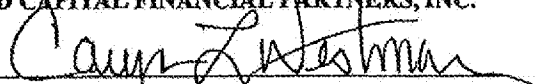
Pursuant to Title 8, Section 265 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Conversion:

1. The jurisdiction where the Non-Delaware Corporation first formed is Nevada.
2. The jurisdiction immediately prior to filing this Certificate is Nevada.
3. The date the Non-Delaware Corporation first formed is May 25, 2004.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is United Capital Financial Partners, Inc.
5. The name of the Corporation as set forth in the Certificate of Incorporation is United Capital Financial Partners, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate of Conversion on August 10, 2009.

UNITED CAPITAL FINANCIAL PARTNERS, INC.

By:



Name: Caryn Westman

Title: Secretary

USDC08 767787.1