

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
Baker & Baker Inc.		12/23/2004	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	Baker & Baker LLC		
Street Address:	7350 S. 10th St.		
City:	Oak Creek		
State/Country:	WISCONSIN		
Postal Code:	53154-0067		
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1341265	TECHNICARE	
CORRESPONDENCE DATA			
Fax Number:	2123101659		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	212-626-4557		
Email:	nyctrademarks@bakermckenzie.com		
Correspondent Name:	Lisa W. Rosaya		
Address Line 1:	1114 Avenue of the Americas		
Address Line 2:	Baker & McKenzie		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	56182996-000028		
NAME OF SUBMITTER:	Michael J. Bales		
Signature:	/mjb/		

CH \$40.00 1341265

Date:

10/16/2012

Total Attachments: 8

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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

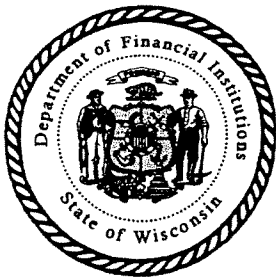
I, RAY ALLEN, Deputy Administrator of the Division of Corporate & Consumer Services of the Department of Financial Institutions, do hereby certify that a Certificate of Conversion was filed with this department converting

BAKER & BAKER INC. (a Wisconsin domestic corporation)

into

BAKER & BAKER LLC (a Wisconsin domestic limited liability company)

effective December 31, 2004.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on December 23, 2004.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: A handwritten signature in black ink, appearing to read "Robert L. Harris".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED
 DEPARTMENT OF FINANCIAL INSTITUTIONS
 STATE OF WISCONSIN
 DEC 22 12:49

STATE OF WISCONSIN
 DEPARTMENT OF FINANCIAL INSTITUTIONS
 STATE OF WISCONSIN

Sec. 179.76(3) & (5),
 180.1161(3) & (5),
 181.1161(3) & (5) and
 189.1207(3) & (5),
 Wis. Stats.

State of Wisconsin
 DEPARTMENT OF FINANCIAL INSTITUTIONS
 Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name:
 Baker & Baker Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. After conversion:

Company Name:
 Baker & Baker LLC

STATE OF WISCONSIN
 FILED
 DEC 23 2004
 DEPARTMENT OF
 FINANCIAL INSTITUTIONS

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFI/CORP/1000(R02/10/03) Use of this form is mandatory.

3. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): Michael P. Turzenski	Registered Office: 7350 S. 10th St., Oak Creek, WI 53154-0067
Additional Entry for a Limited Partnership only →	Record Office:

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): Michael P. Turzenski	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 7350 S. 10th St., Oak Creek, WI 53154-0067
Additional Entry for a Limited Partnership only →	Record Office:

7. Executed on December 21, 2004 (date) by the business entity PRIOR TO ITS CONVERSION.

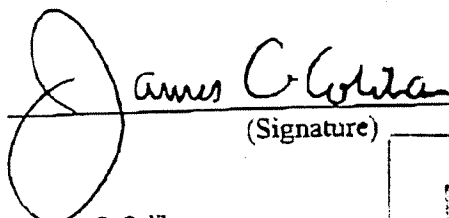
Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title: General Partner

For a **limited liability company**

Title: Member OR Manager


(Signature)

James C. Colihan

(Printed Name)

STATE OF WISCONSIN
FILED

DEC 23 2004

DEPARTMENT OF
FINANCIAL INSTITUTIONS

For a **corporation**

Title: President OR Secretary

or other officer title

Vice President and Secretary

INSTRUCTIONS (Ref. Ss. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c). **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is **optional**.

DFI/CORP/1000I(R02/10/03)

3 of 8

CERTIFICATE OF CONVERSION

Coudert Brothers LLP
Attn: James C. Colihan
1114 Avenue of the Americas
New York, NY 10036

Your return address and phone number during the day: (212) 626 - 4680

INSTRUCTIONS (Cont'd)

4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.
5. Provide the name of the business entity's registered agent and the address of its registered office **prior to conversion**. If the business entity is a domestic limited partnership, also provide the address of its record office.
6. Provide the name of the business entity's registered agent and the address of its registered office **after conversion**. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.
7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

The converting entity is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.76(4)(c), 180.1161(4)(c), 181.1161(4)(c) or 183.1207(4)(c), whichever is applicable.

DFV/CORP/1000I(R02/10/03)

4 of 8

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

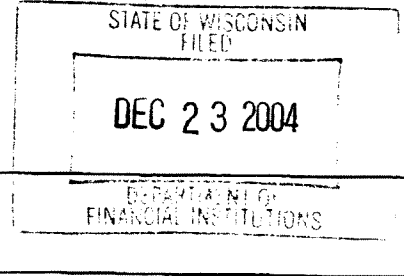
(T E M P L A T E)

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



EXHIBIT A

PLAN OF CONVERSION



1. Before conversion:

Company Name: Baker & Baker Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
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2. After conversion:

Company Name: Baker & Baker LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
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3. The terms and conditions of the conversion.

As at the effective time of this conversion, as defined in Section 6 below, Baker & Baker, Inc. (the "Converting Corporation") shall be converted into Baker & Baker LLC (the "Converted Entity"). On and after the effective date of this conversion, the name of the Converted Entity shall be Baker & Baker LLC.

4. The manner and basis of converting the shares or other ownership interests of the business entity that it to be converted into shares or other ownership interests of the new form of business entity.

The number of issued and outstanding shares of the Converting Corporation is 29,362.5 shares of common stock, without par value, all of which are owned of record and beneficially by the sole shareholder. As at the effective time of this conversion, as defined in Section 6 below, all of the issued and outstanding shares of the Converting Corporation shall be converted into a one hundred percent (100%) membership interest in the Converting Entity.

5. Other provisions relating to the conversion, as determined by the business entity.

6. (OPTIONAL) Effective Date and Time of Conversion

The effective date and time of conversion shall be December 31, 2004 (date) at 6:00 P.M. (C.S.T.) (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the business entity prior to conversion.)

7. The articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion is attached as Exhibit B.

(NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is **optional**)

(**Attach** the appropriate governing document after conversion as Exhibit B)

DFL/CORP/1000(R02/10/03) Use of this template is optional.

6 of 8

Articles of Organization

For a Wisconsin Limited Liability Company (Ch. 183)

EXHIBIT B

Article 1. Name of the limited liability company: Baker & Baker LLC.

Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. The management of the limited liability company shall be vested in: a manager or managers.

Article 4. Name of the registered agent: Michael P. Turzanski.

Article 5. Street address (in Wisconsin) of the registered office: 7350 S.10th St., Oak Creek, WI 53154-0067.

