

12-16-1998



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

12/14/1998 DNGUYEN 00000287 75104216

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TRADEMARK

REEL: 1826 FRAME: 0820

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

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Address (line 2)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/104,216"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Elisa Raley

Name of Person Signing

Elisa Raley

Signature

December 10, 1998

Date Signed

FROM CORPORATION TRUST-DOVER, DE 302-674-6840 (FRI) 11. 6' 98 16:30/ST. 16:25/NO. 4260103225 P 2

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 DELAWARE GENERAL PARTNERSHIP TO A DELAWARE LIMITED LIABILITY COMPANY OF "THRIVE PARTNERS", CHANGING ITS NAME FROM "THRIVE PARTNERS" TO "THRIVE PARTNERS, L.L.C." FILED IN THIS OFFICE ON THE SIXTH DAY OF NOVEMBER, A.D. 1998, AT 1 O'CLOCK P.M.

"Express Mail" mailing label No. EH827329344US
Date of Deposit December 10, 1998

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

Elisa Raley
(Typed or printed name of person mailing paper or fee)

Elisa Raley
(Signature of person mailing paper or fee)



Edward J. Freel

Edward J. Freel, Secretary of State

2963813 8100V

981428189

AUTHENTICATION: 9393060

DATE: 11-06-98

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 11/06/1998
981428189 - 2963813

THRIVE PARTNERS

CERTIFICATE OF CONVERSION TO A LIMITED LIABILITY COMPANY

The undersigned, in order to convert from a general partnership formed under the Delaware Uniform Partnership Act into a limited liability company formed under the Delaware Limited Liability Company Act, as amended, pursuant to Section 18-214 of the Delaware Limited Liability Company Act, hereby certifies as follows:


Section I. Date and Jurisdiction of Creation. Thrive Partners is a general partnership formed under the Delaware Uniform Partnership Act on January 1, 1996.

Section II. Name of Partnership. The name of the partnership immediately prior to the filing of this certificate is Thrive Partners.

Section III. Name of Limited Liability Company. The name of the limited liability company as set forth in its Certificate of Formation is Thrive Partners, L.L.C.

IN WITNESS WHEREOF, the undersigned certifies to the best of its knowledge and belief that the facts stated herein are true as of November 6, 1998.

THRIVE PARTNERS

By: 
Dan Owsen
President

"Express Mail" mailing label No. EH827329344US
Date of Deposit December 10, 1998

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Elisa Raley
(Typed or printed name of person mailing paper or fee)

Elisa Raley
(Signature of person mailing paper or fee)

Doc 6135179

State of Delaware

Office of the Secretary of State

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "THRIVE PARTNERS, L.L.C." FILED IN THIS OFFICE ON THE THE SIXTH DAY OF NOVEMBER, A.D. 1998, AT 1 O'CLOCK P.M.

"Express Mail" mailing label No. EH8273293445

Date of Deposit December 10, 1998

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Elisa Raley

(Typed or printed name of person mailing paper or fee)

Elisa Raley

(Signature of person mailing paper or fee)



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2963813 8100V

981428189

DATE: 9393060

11-06-98

TRADEMARK
REEL: 1826 FRAME: 0824

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 11/06/1998
981628189 - 2963813

THRIVE PARTNERS, L.L.C.
CERTIFICATE OF FORMATION

The undersigned, in order to form a limited liability company under the Delaware Limited Liability Company Act, as amended, hereby certifies as follows:


Section I. Name. The name of the limited liability company is Thrive Partners, L.L.C. (the "Company").

Section II. Registered Office and Registered Agent. The address of the Company's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, DE 19801. The name of the Company's registered agent at such office is The Corporation Trust Company.

Section III. Limitation of Liability of Members and Managers. The debts, obligations and liabilities of the Company, whether arising in tort, contract or otherwise, shall be solely the debts, obligations and liabilities of the Company, and no Member or Manager of the Company shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a Member or acting as a Manager of the Company. A Manager of the Company shall, to the maximum extent permitted by the laws of Delaware, have no personal liability to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager, provided that this provision shall not eliminate or reduce the liability of a Manager in any case where such elimination or reduction is not permitted by law.

IN WITNESS WHEREOF, the undersigned certifies to the best of his knowledge and belief that the facts stated herein are true as of November 6, 1998.

~~Organizer~~


Dan Orem

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I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

ELISA RALEY
(Typed or printed name of person mailing paper or fee)


(Signature of person mailing paper or fee)

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