

MRD 3-19-99

FORM PTO-1595
T9395.P05

03-23-1999



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U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

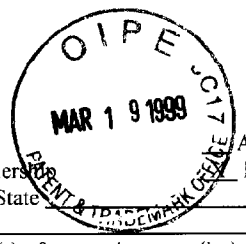
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To the Honorable Commissioner of

original documents or copy thereof.

1. Name of Conveying party(ies):
800-NEW SERVICE FOR PROFESSIONALS, L.P.

Individual(s)
 General Partnership
 Corporation-State
 Other
Additional name(s) of conveying party(ies) attached? Yes No



Name: NEW BRAND PROMOTIONS, LC

Internal Address: _____

Street Address: 231 South Phillips Avenue, Suite 260,

City: Sioux Falls State: SOUTH DAKOTA ZIP: 57104

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State _____

Other Limited Liability Company-South Dakota

If assignee is not domiciled in the United States, a designation of domestic representative is attached: Yes No

(Designations must be a separate document from assignment)
Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other _____

Execution Date: December 31, 1998

4. Application number(s) or trademark registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,949,283

Additional numbers attached: Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jill M. Browning

Internal Address: T9395

03/22/1999 DNGUYEN 00000323 1949283

01 FC:481 (40.00 OP)

Street Address: GREENBLUM & BERNSTEIN, P.L.C.

1941 Roland Clarke Place

City: Reston State: VA ZIP: 20191

6. Total number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-0089

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Jill M. Browning, Reg. No. 42,674
Name of Person Signing

Jill M. Browning
Signature

March 19, 1999
Date

total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner for Trademarks, Box Assignments
2900 Crystal Drive, Arlington, VA 22202-3513

TRADEMARK
REEL: 1871 FRAME: 0759

AGREEMENT AND PLAN OF CONVERSION

THIS AGREEMENT, dated as of the 31st day of December, 1998, is by and between 800-NEW Direct Marketing Services, Inc., a Texas corporation (the "General Partner"), and Mitchell Knisbacher, a natural person (the "Limited Partner").

Preliminary Statement. The General Partner and the Limited Partner constitute all of the partners of 800-NEW Service for Professionals, L.P., a limited partnership organized and existing under the laws of the State of Texas (the "Partnership"). The General Partner and the Limited Partner wish to convert the Partnership into New Brand Promotions, LC, a limited liability company to be formed under the laws of the State of South Dakota (the "LLC").

Agreement. The parties, intending to be bound, agree as follows:

1. **Conversion of Partnership.** The General Partner and the Limited Partner consent and agree to the conversion of the Partnership into the LLC pursuant to Section 2.15 of the Texas Revised Limited Partnership Act and Section 902 of the Limited Liability Company Act of the State of South Dakota. The effective date of the conversion shall be the date of issuance of the LLC's Certificate of Organization (the "Effective Date").
2. **Conversion of Partnership Interest.** On the Effective Date, the General Partner shall cease to have any further interest in the Partnership or the LLC, and in consideration therefor the General Partner shall be released from all obligations under its Management Agreement with the Partnership. On the Effective Date, the interest of the Limited Partner shall be converted into ownership of 100% of the membership interests in the LLC.
3. **Effect of Conversion.** The Partnership is continuing its existence in the organizational form of the LLC. On the Effective Date, the Certificate of Limited Partnership of the Partnership shall be canceled. The LLC shall, without further act or deed, thereupon and thereafter succeed to and possess all of the rights, privileges, powers, property and franchises of the Partnership. The LLC shall be subject to all of the restrictions, disabilities, liabilities and duties of the Partnership.
4. **Filing of Articles of Organization.** The General Partner and the Limited Partner consent and agree to the filing of Articles of Organization with the South Dakota Secretary of State in the form attached to this Agreement as Exhibit A.
5. **Miscellaneous.** The Agreement shall be binding upon, and shall enure to the benefit of, the parties and the respective successors and assigns. This Agreement may not be amended, changed, modified, altered or terminated except by written instrument executed and delivered by the parties. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall be deemed one and the same agreement, and shall become binding on the parties when one or more counterparts have been signed and delivered by each of the parties. Confirmation of execution of this Agreement by facsimile

copies shall be deemed to be delivery of this Agreement and shall be binding upon any party so confirming.

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed by a duly authorized agent as of the day and year first above written.

800-NEW DIRECT MARKETING SERVICES, INC.

By: Paul H. Ode, Jr.
Paul H. Ode, Jr., its duly authorized agent

Mitchell Knisbacher

Paul H. Ode, Jr.
Mitchell Knisbacher, by Paul H. Ode, Jr.,
Pursuant to Power of Attorney dated March 24, 1995

BTW119468.1

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVENUE
PIERRE, S.D. 57501
(605)773-4345
FAX (605)773-4550

ARTICLES OF ORGANIZATION
OF A
DOMESTIC LIMITED LIABILITY COMPANY

1. The name of the Limited Liability Company is: New Brand Promotions, LC
2. The duration of the company if other than perpetual is: 30 years
3. The address of the initial designated office is: 231 South Phillips Avenue, Suite 464,
Sioux Falls, South Dakota 57104
4. The name and street address of the initial agent for service of process is: Richard A. Greenberg &
Company, Inc., 231 South Phillips Avenue, Suite 464, Sioux Falls, South Dakota 57104
5. The name and address of each organizer: Richard A. Greenberg & Company, Inc., 231 South
Phillips Avenue, Suite 464, Sioux Falls, South Dakota 57104
6. If the company is to be a manager-managed company rather than a member-managed company,
the name and address of each initial manager is: Corporate Management Services, Inc.,
231 South Phillips Avenue, Suite 464, Sioux Falls, South Dakota 57104
7. Whether one or more of the members of the company are to be liable for its debts and obligations
under Section 303(c): N/A
8. Any other provisions, not inconsistent with law, which the members elect to set out in the articles
of organization: N/A
9. Pursuant to Section 902, 800-NEW Service for Professionals, L.P., a limited partnership formed
under the laws of the State of Texas, was converted into the company. The sole general partner
and the sole limited partner of such limited partnership voted in favor of the conversion. The
certificate of limited partnership of such limited partnership is to be canceled as of the date that
the conversion takes effect.
10. The effective date and time of these Articles of Organization shall be the close of business on
December 31, 1998.

The Articles of Organization must be signed by the organizers and must state adjacent to the signature the
name and capacity of the signer.

Date: _____

Richard A. Greenberg, Duly Authorized Agent

FILING INSTRUCTIONS:

- One or more persons may organize a Limited Liability Company
- The articles must be accompanied by the first Annual Report
- One original and one exact or conformed copy must be submitted

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVENUE
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4550

FIRST ANNUAL REPORT
OF A
LIMITED LIABILITY COMPANY

1. The name of the Limited Liability Company is: New Brand Promotions, LC
2. The state or country under whose law it is organized: South Dakota
3. The address of its registered office and the name and address of its registered agent for service of process in South Dakota is: Richard A. Greenberg & Company, Inc., 231 South Phillips Avenue, Suite 464, Sioux Falls, South Dakota 57104
4. The address of its principal office is: 231 South Phillips Avenue, Suites 259 & 260, Sioux Falls, South Dakota, 57104
5. The names and business addresses of any managers: Corporate Management Services, Inc., 231 South Phillips Avenue, Suites 259 & 260, Sioux Falls, South Dakota 57104
6. The dollar amount of the total agreed contribution to the Limited Liability Company is: \$1,000.00

Date: _____

Richard A. Greenberg
Duly Authorized Agent

***FILING FEE:**

AGREED CONTRIBUTION	FEE
Not in excess of \$50,000	\$90
\$50,001 to \$100,000	\$150
In excess of \$100,000	\$150 for first \$1000,000 plus \$.50 for each additional \$1,000

The maximum amount charged may not exceed sixteen thousand dollars (\$16,000)