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02-23-2000



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of owner party(ies): **OPRA FINANCE SCI Management Corporation**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - State of Delaware  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies): **SCI Management L.P.**

Name: **SCI Management L.P.**

Internal Address: **1929 Allen Parkway, Houston, Texas 77019**

Street Address: **1929 Allen Parkway**

City: **Houston** State: **Texas** ZIP: **77019**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership of Delaware  
 Corporation-State \_\_\_\_\_  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes       No  
 (Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other **Conversion**

Execution Date: **December 31, 1999**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached?  Yes       No

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

Name:  
**Margaret A. Boulware**

Street Address:  
**Jenkins and Gilchrist, a Professional Corporation  
 1100 Louisiana Street, Suite 1800  
 Houston, Texas 77002-5214**

6. Total number of applications and registrations involved: **52**

7. Total fee (37 CFR 3.41): **\$ 1315.00**

Enclosed  
 Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: **10-0447**  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

File OK

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.

**Margaret A. Boulware**      *Margaret A. Boulware*      January 18, 2000  
 Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet: 6

Date of Deposit January 18, 2000

I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Box ASSIGNMENT, Washington, D.C. 20231.

*Kim Kennedy*  
 Kim Kennedy

02/22/2000 DWGUYEN 00000104 858697  
 01 FC:481  
 02 FC:482  
 40.00 OP  
 1275.00 OP

Registration Nos.

858,697  
1,010,193  
1,406,274  
1,436,021  
1,491,627  
1,510,496  
1,622,951  
1,624,192  
1,631,065  
1,651,137  
1,724,751  
1,871,744  
1,876,129  
1,881,645  
1,924,928  
1,979,263  
1,984,760  
2,004,214  
2,005,896  
2,029,499  
2,095,511  
2,118,260  
2,142,701  
2,144,956  
2,181,772  
2,186,468  
2,205,029  
2,208,146  
2,208,990  
2,210,559  
2,211,321  
2,214,827  
2,219,351  
2,224,860  
2,259,685  
2,263,223  
2,296,120

Attachment (continued)

Serial Nos.

74/729,121  
75/211,353  
75/316,314  
75/318,215  
75/318,219  
75/448,176  
75/585,285  
75/614,382  
75/716,774  
75/731,357  
75/731,417  
75/783,861  
75/799,886  
75/816,831  
75/854,229

Office of the Secretary of State

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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 CORPORATION TO A DELAWARE LIMITED PARTNERSHIP UNDER THE NAME OF "SCI MANAGEMENT CORPORATION", CHANGING ITS NAME FROM "SCI MANAGEMENT CORPORATION" TO "SCI MANAGEMENT L.P." FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999, AT 9:01 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2248820 8100V

001006570

AUTHENTICATION: 0182690

DATE: 01-05-00

TRADEMARK  
REEL: 002020 FRAME: 0487

**CERTIFICATE OF CONVERSION  
OF  
SCI MANAGEMENT CORPORATION**

Pursuant to the provisions of Section 266 of the Delaware General Corporation Law, as amended ("Law") and Section 17-217 of the Delaware Revised Uniform Limited Partnership Act, as amended ("Act"), SCI Management Corporation, a Delaware corporation, and SCI Management L.P., a Delaware limited partnership, hereby execute the following Certificate of Conversion:

- FIRST:** The name of the converting entity is SCI Management Corporation (the "Converting Entity"). The Converting Entity is a Delaware corporation organized pursuant to the Law. The Converting Entity filed its original Certificate of Incorporation with the Secretary of the State of Delaware and became incorporated on December 10, 1990 under the name Interim, Inc.
- SECOND:** The name of the converted entity is SCI Management L.P. (the "Converted Entity"). The Converted Entity is to be organized as a Delaware limited partnership pursuant to the Act.
- THIRD:** The conversion from the Converting Entity to the Converted Entity has been approved in accordance with the provisions of Section 266 of the Law.
- FOURTH:** The Converted Entity will be responsible for the payment of all fees and taxes of the Converting Entity.
- FIFTH:** The conversion will become effective 11:59 p.m., Eastern Standard Time, December 31, 1999.

DEC 20 1999 4 24 PM  
CORP SERVICE CO

IN WITNESS WHEREOF, the undersigned hereby certify the above statements and hereby executes this Certificate of Conversion this 17<sup>th</sup> day of December, 1999.

**CONVERTING ENTITY:**

SCI MANAGEMENT CORPORATION,  
a Delaware corporation

By: Curtis G. Briggs  
Name: CURTIS G. BRIGGS  
Its: VICE PRESIDENT

**CONVERTED ENTITY:**

SCI MANAGEMENT L.P., a Delaware limited  
partnership

By: SCI ADMINISTRATIVE SERVICES, LLC,  
a Delaware limited liability company, its  
general partner

By: Curtis G. Briggs  
Name: CURTIS G. BRIGGS  
Its: VICE PRESIDENT