

03-08-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks, Department of Commerce

200 FEB 22 AM 9:04

1. Name of conveying party(ies): **SCORP FINANCE Corporation**

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

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

2-7-00

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

Execution Date: **December 31, 1999**

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

A. Trademark Application No.(s)

75/979,058

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: **1**

7. Total fee (37 CFR 3.41): **\$ 40.00**

- 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

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
Name of Person Signing

Margaret A. Boulware
Signature

2/2/00
Date

Total number of pages comprising cover sheet:

4

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40.00 DP

Date of Deposit **February 3, 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

State of Delaware
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.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0182691

DATE: 01-05-00

TRADEMARK
REEL: 002031 FRAME: 0584

**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 12:45 PM
CORP SERVICE CO

IN WITNESS WHEREOF, the undersigned hereby certify the above statements and hereby executes this Certificate of Conversion this 17th 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