

2-22-00

03-27-2000



101298389

TO THE HON. COMMISSIONER OF PATENTS & TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

FEB 22 2001 10:11 AM  
OPR/FINANCE

1. NAME AND ADDRESS OF CONVEYING PARTY

SODEXHO MARRIOTT OPERATIONS, INC.  
9801 Washingtonian Boulevard  
Gaithersburg, Maryland 20878

(Delaware Corporation)

Additional names of conveying parties attached? No.

2. NAME AND ADDRESS OF RECEIVING PARTY

SODEXHO OPERATIONS, LLC  
9801 Washingtonian Boulevard  
Gaithersburg, Maryland 20878

(Delaware limited liability company)

Additional names of receiving parties attached? No.

3. NATURE OF CONVEYANCE:

Assignment  Merger

Security Agreement  Change of Name

Other: Conversion

Execution Date: December 6, 1999

If assignee is not domiciled in the United States, a designation of domestic representative is attached.

4. APPLICATION OR REGISTRATION NUMBER(S)

A. Trademark Application Nos.

See attached sheet.

Additional numbers attached? YES.

B. Trademark Registration Nos.

Additional numbers attached? No.

5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:

TIMOTHY H. HIEBERT  
SAMUELS, GAUTHIER & STEVENS LLP  
225 FRANKLIN STREET, SUITE 3300  
BOSTON, MA 02110

6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: 37

7. TOTAL FEE DUE: \$ 940.00  
(Check enclosed)

If any additional fee(s) are due, the Commissioner is hereby authorized to charge the Deposit Account identified in item 8.

8. DEPOSIT ACCOUNT NUMBER: 19-0079

03/24/2000 DNGUYEN 00000389 75622445

01 FC:481 40.00 OP  
02 FC:482 900.00 OP

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.

Timothy H. Hiebert  
Name of Person Signing

T. Hiebert  
Signature

February 16, 2000  
Signature Date

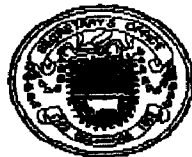
10. Total pages: 4

4a. Trademark Application Nos.

75/622,445  
75/627,122  
75/646,747  
75/655,910  
75/664,227  
75/670,278  
75/670,289  
75/670,830  
75/688,299  
75/689,994  
75/708,228  
75/711,644  
75/733,768  
75/754,543  
75/757,184  
75/761,773  
75/775,920  
75/778,542  
75/802,002  
75/832,875  
75/832,876  
75/832,877  
75/832,878  
75/833,083  
75/833,084  
75/833,085  
75/833,086  
75/833,087  
75/833,607  
75/833,608  
75/833,775  
75/836,388  
75/859,813  
75/859,814  
75/881,055  
75/881,785  
75/881,787

Office of the Secretary of State

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 LIABILITY COMPANY UNDER THE NAME OF "SODEXHO MARRIOTT OPERATIONS, INC.", CHANGING ITS NAME FROM "SODEXHO MARRIOTT OPERATIONS, INC." TO "SODEXHO OPERATIONS, LLC" FILED IN THIS OFFICE ON THE SIXTH DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2851557 8100V

991518256

AUTHENTICATION:

01.18699

DATE:

12-06-99

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY  
OF  
SODEXHO MARRIOTT OPERATIONS, INC.  
TO  
SODEXHO OPERATIONS, LLC

This Certificate of Conversion to Limited Liability Company, dated as of ~~December~~ 1999, is being duly executed and filed by Sodexho Marriott Operations, Inc., a Delaware corporation (the "Company"), and Sodexho Marriott Services, Inc., as an authorized person of Sodexho Operations, LLC, a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (6 Del.C. § 18-101 et seq.) and the General Corporation Law of the State of Delaware (8 Del.C. § 101, et seq.) (the "GCL").

1. The Company's name when it was originally incorporated and immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Sodexho Marriott Operations, Inc.
2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on January 27, 1998, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is Sodexho Operations, LLC.
4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Section 266 of the GCL.
5. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

SODEXHO MARRIOTT OPERATIONS, INC. SODEXHO MARRIOTT SERVICES, INC.

By: Robert A. Stern  
Name: Robert A. Stern  
Title: Vice President

By: Robert A. Stern  
Name: Robert A. Stern  
Title: Vice President

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 12/06/1999  
991518256 - 2851557

(NY) 15770005/LLC/can.conv.llc.wpd