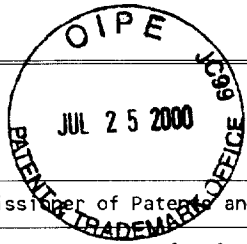


08-22-2000



101438957

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

MAD 7.25.00

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

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

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

2. Name and address of receiving party(ies)

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

3. Nature of conveyance:

Assignment _____ Merger _____
 Security Agreement _____ Change of Name _____
 Other _____

Execution Date: December 31, 1998

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

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

A. Trademark Application No(s). _____

B. Trademark Registration No(s).
 - 1,909,426
 - 1,923,013
 - 1,964,337

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: J139007

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 3

7. Total Fee (37 CFR 3.41).....\$ 90.00

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)

08/21/2000 MTHAI1 00000163 1909426 DO NOT USE THIS SPACE

01 FC:481 40.00 OP
 02 FC:482 50.00 OP

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. 42,364
 Name of Person Signing

Jill M. Browning
 Signature

July 25, 2000
 Date

Total number of pages including cover sheet, attachments and document: 8

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



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached
Articles of Conversion of

800-NEW SERVICE FOR PROFESSIONALS, L.P.

(a Texas limited partnership)

converting it to

NEW BRAND PROMOTIONS, LC

(a South Dakota no permit entity)

have been received in this office and found to conform to law. ACCORDINGLY,
the undersigned, as Secretary of State, and by virtue of the authority vested in the
Secretary by law, hereby issues this Certificate of Conversion.

Filed: JANUARY 6, 1999

Effective: JANUARY 6, 1999



Secretary of State



**Office of the Secretary of State
Statutory Filings Division
Corporations Section**

**P.O. Box 13697
Austin, Texas 78711-3697
(512) 463-5555**

Enclosed is evidence of the business organization filing which you recently made with this office. Although you may have received a certificate stating that a copy of your filing was attached to the certificate, newly enacted legislation effective September 1, 1997, allows us to accept the document for filing when only a single copy is furnished, but directs that the certificate be returned without a duplicate copy attached. In the future, if you wish to receive a file stamped copy, you should enclose a duplicate copy when the filing is delivered to us.

s:\sos\sfd\corp\docs\125\newt-chat-stat\dup_copy.doc

**TRADEMARK
REEL: 002123 FRAME: 0597**

Sent to TX SOS
12/30/98

ARTICLES OF CONVERSION
OF
800-NEW SERVICE FOR PROFESSIONALS, L.P.
(a Texas Limited Partnership)

with and into

NEW BRAND PROMOTIONS, LC
(a South Dakota Limited Liability Company)

The undersigned

DOES HEREBY CERTIFY:

FIRST, that an Agreement and Plan of Conversion dated as of December 30, 1998 (the "Plan of Conversion") has been approved, adopted and executed in accordance with requirements of 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 Plan of Conversion is attached hereto as **Exhibit A** and incorporated herein by reference.

SECOND, that the approval of the Plan of Conversion was duly authorized by all action required by the laws under which the converting entity was formed and by its constituent documents.

Dated as of the 31st day of December, 1998.

800-NEW SERVICE FOR PROFESSIONALS, L.P.
By: 800-New Direct Marketing Services, Inc., its general partner

By: 
Duly Authorized Agent

BT\119462.1

TRADEMARK
REEL: 002123 FRAME: 0598

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.

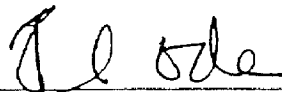
4. Filing of Articles of Organization. The General Partner and the Limited Partner consent and agree to the filing of Articles of Organization with the South Dakota Secretary of State in the form attached to this Agreement as **Exhibit A**.

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


copier 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., its duly authorized agent

Mitchell Knisbacher


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

BTV119468.1

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 \$100,000 plus \$.50 for each additional \$1,000

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