

08-22-2000



To the Honorable Commissioner of Patents and Trademarks

101438956

original documents or copy thereof.

1. Name of Conveying party(ies):  
800-NEW FINANCIAL INDUSTRY SERVICES, 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: FINANCIAL CONNECTIONS, 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).  
 - 1,912,718 - 1,964,340  
 - 1,962,138 - 2,086,134  
 - 1,964,338 - 2,086,135

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 6

7. Total Fee (37 CFR 3.41).....\$ 165.00  
 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 MTHA11 00000162 1912718 DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
 02 FC:482 125.00 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 [Signature] 7.25.00  
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 7

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 FINANCIAL INDUSTRY SERVICES, L.P.**  
a Texas limited partnership

converting it to

**FINANCIAL CONNECTIONS, 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:           **FEBRUARY 8, 1999**

Effective:       **FEBRUARY 8, 1999**



*Elton Bomer*  
Secretary of State

**TRADEMARK**  
**REEL: 002123 FRAME: 0607**

FEB 08 1999

ARTICLES OF CONVERSION

OF

Corporations Section

800-NEW FINANCIAL INDUSTRY SERVICES, L.P.  
(a Texas Limited Partnership)

with and into

FINANCIAL CONNECTIONS, LC  
(a South Dakota Limited Liability Company)

The undersigned

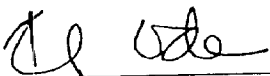
DOES HEREBY CERTIFY:

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 31<sup>st</sup> day of December, 1998.

800-NEW FINANCIAL INDUSTRY SERVICES, L.P.  
By: 800-New Direct Marketing Services, Inc., its general partner

By:   
Duly Authorized Agent

## 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 Financial Industry Services, 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 Financial Connections, 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.

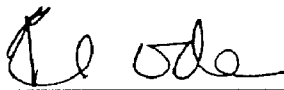
4. Filing of Articles of Organization. The General Partner and the Limited Partner consent and agree to the filing of Articles of Organization with the South Dakota Secretary of State in the form attached to this Agreement as **Exhibit A**.

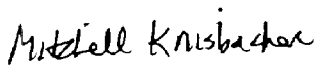
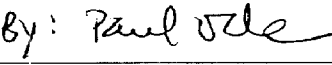
5. Miscellaneous. The Agreement shall be binding upon, and shall enure to the benefit of, the parties and the respective successors and assigns. This Agreement may not be amended, changed, modified, altered or terminated except by written instrument executed and delivered by the parties. This Agreement 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

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

BTVA119473.1

ARTICLES OF ORGANIZATION  
OF A  
DOMESTIC LIMITED LIABILITY COMPANY

1. The name of the Limited Liability Company is: Financial Connections, 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 Financial Industry Connections, 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: Financial Connections, 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)*