

09-10-2001

FORM PTO-1594 (Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

101837337

Atty Docket No. 32576.249638

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

1. Name of conveying party(ies):

The Distribution Group, Inc.

9-401

- Individuals(s)
- General Partnership
- Corporation-State of Georgia
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Certificate of Organization by Election**
- Merger
- Change of Name

Execution Date: December 28, 2000

2. Name and address of receiving party(ies)

Name: IDG USA, LLC

Internal Address: Suite 1575

Street Address: 950 East Paces Ferry Road

City: Atlanta State: GA Zip: 30326

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other **Limited Liability Company - Georgia**

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

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

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)

09/10/2001 TBIAZ1 00000008 1998588

01 FC:481
02 FC:482

40.00 OP
25.00 DP

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1,998,588 and 1,718,038

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

Name: William H. Brewster

Internal Address: Kilpatrick Stockton LLP

Suite 2800

Street Address: 1100 Peachtree Street

City: Atlanta State: GA Zip: 30309-4530

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

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.

Valetta A. Northcutt

Name of Person Signing

Valetta A. Northcutt

Signature

9/30/01

Date

Total number of pages including cover sheet, attachments, and document: 5

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0056485
EFFECTIVE DATE : 12/28/2000
COUNTY : GEORGIA
REFERENCE : 0048
PRINT DATE : 12/28/2000
ELECTED CONTROL : K723161
FORM NUMBER : 357

JACK P. HEALEY
950 EAST PACES FERRY ROAD
SUITE 1575
ATLANTA, GA 30326

CERTIFICATE OF ORGANIZATION BY ELECTION

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

IDG USA, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of a certificate of election and articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

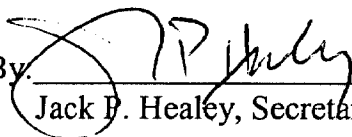
**CERTIFICATE OF ELECTION
OF
THE DISTRIBUTION GROUP, INC.**

Pursuant to Section 14-11-212 of the Georgia Limited Liability Company Act, The Distribution Group, Inc., a Georgia corporation, makes the following election to become a limited liability company:

1. The name of the corporation making the election is The Distribution Group, Inc. The corporation was incorporated on June 20, 1997.
2. The corporation hereby elects to become a limited liability company with such election to be effective upon the filing of this Certificate of Election with the Secretary of State of Georgia.
3. Filed herewith are articles of organization of the limited liability company to be formed pursuant to such election which comply in all respects with O.C.G.A. §§ 14-11-204 and 14-11-207, and which shall be the articles of organization for the limited liability company until modified in accordance with the provisions of the Georgia Limited Liability Company Act.
4. Each share of common stock in the corporation shall, upon conversion of the corporation into a limited liability company, become a membership interest representing an equivalent percentage ownership with respect to voting and distribution in the limited liability company.
5. The within and foregoing election was approved by the board of directors and the sole shareholder of the corporation pursuant to O.C.G.A. § 14-2-1109.1.

Dated this 28th day of December, 2000.

THE DISTRIBUTION GROUP, INC.

By: 

Jack P. Healey, Secretary

SECRETARY OF STATE
00 DEC 28 AM 11:48
CORPORATIONS DIVISION



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.sos.state.ga.us/corporations>

WARREN RARY
Director

QUINTILIS B. ROBINSON
Deputy Director

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	CONTROL #
DOCKET CODE	DATE FILED	AMOUNT RECEIVED
		CHECK/ RECEIPT #
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. 3080650
 LLC Name Reservation Number
IDG USA, LLC
 LLC Name

2. Jack P. Healey (404) 949-2100
 Applicant/Attorney Telephone Number
950 East Paces Ferry Road, Suite 1575
 Address
Atlanta GA 30326
 City State Zip Code

3. 950 East Paces Ferry Road, Suite 1575
 Principal Office Mailing Address
Atlanta GA 30326
 City State Zip Code

4. W. Randy Eaddy
 Name of Registered Agent in Georgia
1100 Peachtree Street, Suite 2800
 Registered Office Street Address in Georgia
Atlanta Fulton GA 30309
 City County State Zip Code

5. Name and Address of each organizer (Attach additional sheets if necessary)
Jack P. Healey 950 E. Paces Ferry Rd. Atlanta GA 30326
 Organizer Address City State Zip Code

6. Mail or deliver to the Secretary of State, at the above address, the following:
 1) This transmittal form
 2) Original and one copy of the Articles of Organization
 3) Filing fee of \$75.00 payable to Secretary of State. Filing fees are NON-refundable.

[Signature] Authorized Signature 12/28/00 Date
 Member, Manager, Organizer or Attorney-in-fact (Circle one)

ARTICLES OF ORGANIZATION

OF

IDG USA LLC

I.

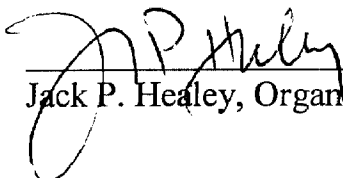
The name of the limited liability company is:

IDG USA LLC

II.

The management of the limited liability company shall be vested in one or more managers.

IN WITNESS WHEREOF, the undersigned organizer of the limited liability company has executed these Articles of Organization as of the 28th day of December, 2000.



Jack P. Healey, Organizer

SECRETARY OF STATE
00 DEC 28 AM 11:49
CORPORATIONS DIVISION