

03-29-2002

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U.S. DEPARTMENT OF COMMERCE
RECORDATION FORM COVER SHEET P
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks 102036088

Is this an original document or copy

1. Name of Party(ies) conveying an interest: WRS GROUP, INC. 3.6.02		2. Name and Address of Party(ies) receiving an interest: WRS GROUP, LTD. 5045 Franklin Waco, Texas 76710	
<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Association	<input type="checkbox"/> Individual	<input type="checkbox"/> Association
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> General Partnership	<input checked="" type="checkbox"/> Limited Partnership - Texas
<input checked="" type="checkbox"/> Corporation - Texas		<input type="checkbox"/> Corporation -	
<input type="checkbox"/> Other		<input type="checkbox"/> Other	
		<input type="checkbox"/> Citizenship	

03-06-2002

U.S. Patent & TMOs/TM Mail Rcpt Dt. #01

3. Interest Conveyed:		If not domiciled in the United States, a domestic representative designation is attached:	
<input type="checkbox"/> Assignment	<input type="checkbox"/> Change of Name	<input type="checkbox"/> Yes	
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Merger	<input type="checkbox"/> No	
<input checked="" type="checkbox"/> Other Conversion			

Effective Date: December 22, 1998

4. Application number(s) or registration number(s). Additional sheet attached?	Yes	No
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A. Trademark Application No.(s)	B. Trademark Registration No.(s) <u>1,807,147; 1,807,148; 2,040,318; 2,187,535</u>
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5. Name and address of party to whom correspondence concerning document should be mailed: Name: Dana C. Jewell, Esq. Baker Botts L.L.P. Street Address: 2001 Ross Avenue, Suite 600 City: Dallas State: Texas Zip: 75201-2980	6. Number of applications and registrations involved: Four (4)
	7. Amount of fee enclosed or authorized to be charged: \$115.00
	8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): 50-2147

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03/28/2002 IDIAZ1 00000038 2040318
 01 FC:481 40.00 OP
 02 FC:482 75.00 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.

Dana C. Jewell March 1, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet 8

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

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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

WRS GROUP, INC.
a Texas corporation

converting it to

WRS GROUP, LTD.
a Texas limited partnership

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: DECEMBER 22, 1998

Effective: DECEMBER 22, 1998



Alberto R. Gonzales
Secretary of State

TRADEMARK
REEL: 002471 FRAME: 0484

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Alberto R. Gonzales
Secretary of State

Office of the Secretary of State

ENTITY:

WRS GROUP, LTD.

FILE NUMBER:

115512-10

DOCUMENT FILED:

CERTIFICATE OF LIMITED PARTNERSHIP

FILED: DECEMBER 22, 1998

EFFECTIVE: DECEMBER 22, 1998

This letter will acknowledge the receipt and filing of the above referenced document. The relevant statutory provision does not provide for a certificate of filing for this type of document and, therefore, this letter may be used as evidence of filing.

Corporations Section
Statutory Filings Division
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DEC 22 1998

ARTICLES OF CONVERSION

Pursuant to the provisions of Article 5.18 of the Texas Business Corporations Section Act, WRS Group, Inc., a Texas corporation, hereby adopts the following Articles of Conversion for the purpose of converting WRS Group, Inc., a Texas Corporation, into WRS Group, Ltd., a Texas limited partnership, effecting a conversion in accordance with the provisions of Article 5.17 of the Texas Business Corporation Act.

1. A plan of conversion adopted in accordance with the provisions of Article 5.17 of the Texas Business Corporation Act providing for the conversion of WRS Group, Inc., a Texas corporation, into WRS Group, Ltd., a Texas limited Partnership, is attached hereto as Exhibit A and incorporated herein by this reference.
 2. The number of shares outstanding is 5,585,100, all of which is common stock and entitled to vote as a class. The authorized shares of WRS Group, Inc. consist of one class of designated common shares.
 3. The number of shares that voted for the plan of conversion is 5,585,100 and the number of shares that voted against the plan of conversion is 0.
 4. The plan of merger and the performance of its terms were duly authorized by all action required by the laws under which the corporation and other entity that is a party to the plan of conversion was incorporated or organized and by its constituent documents. WRS Group, Ltd. shall be liable for the payment of all fees and franchise taxes of WRS Group, Inc.
- EXECUTED** as of December 15, 1998.

WRS Group, Inc.

By: 

Scott J. Salmans, President and duly
authorized officer

**PLAN OF CONVERSION FOR
WRS GROUP, INC.**

THIS PLAN OF CONVERSION is entered into on the 15th day of December, 1998, by WRS Group, Inc., a Texas corporation, which is converting to WRS Group, Ltd., a limited partnership, organized under the laws of Texas.

1. WRS Group, Inc., a Texas corporation, hereby adopts this plan of conversion, in order to convert to WRS Group, Ltd., a Texas limited partnership.

2. By the conversion, WRS Group, Inc. will be continuing its existence in the form of a Texas limited partnership.

3. Shares in WRS Group, Inc. will be converted to partnership interests in WRS Group, Ltd. as follows:

(a) a 1% general partnership interest shall be issued to WRS Management Group, L.L.C. for 55,851 shares of existing outstanding stock.

(b) a 1% limited partnership interest shall be issued to all other shareholders for each 55,851 shares of existing outstanding stock.

4. The Certificate of Limited Partnership of WRS Group, Ltd. is attached as Exhibit A to this plan.

5. The conversion will become effective on the filing of articles of conversion with the Texas Secretary of State and on compliance with the organizational requirements of WRS Group, Ltd.

Dated: December 15, 1998

WRS Group, Inc.

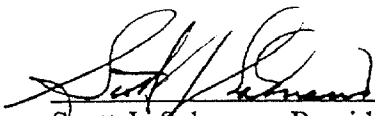
By: 
Scott J. Salmans, President

EXHIBIT "A"

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner, desiring to form a Limited Partnership under the provisions of the Texas Revised Limited Partnership Act, certifies as follows:

I.

The name of the partnership is **WRS Group, Ltd.**

II.

The address of the partnership's registered office is 5045 Franklin Avenue, Waco, McLennan County, Texas, 76710. The name of the partnership's registered agent for service of process is Scott Salmans. The address of the agent is 5045 Franklin Avenue, Waco, McLennan County, Texas, 76710.

III.

The address of the principal office where records are required to be kept or made available is 5045 Franklin Avenue, Waco, McLennan County, Texas, 76710.

IV.

The name, mailing address, and street address of the business or residence of the general partner are as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Business Address</u>
WRS Management Co., L.L.C.	5045 Franklin Avenue Waco, Texas, 76710	5045 Franklin Avenue Waco, Texas, 76710

V.

This Certificate of Limited Partnership shall be effective on the date of filing with the Secretary of State.

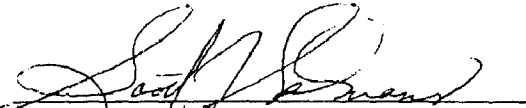
VI.

WRS Group, Ltd. is being formed pursuant to a plan of conversion of WRS Group, Inc., a Texas corporation into WRS Group, Ltd. WRS Group, Inc.'s address was also 5045 Franklin Avenue, Waco, McLennan County, Texas, 76710. WRS Group, Inc. was formed as a Texas corporation with the Texas Secretary of State on November 7, 1984.

I affirm, under the penalties of perjury, that this Certificate is executed on the 21st day of December, 1998, and to the best of my knowledge and belief, the facts stated in this Certificate are true.

WRS Management Co., L.L.C., General Partner

By:


Scott Salmas, Manager