

F

04-25-2002

HEET



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To the Honorable Commissioner c
copy thereof.

rd the attached original documents or

1. Name of conveying party(ies):

McWhinney Holding Company, L.L.C.

4-18-02

- Individual(s)
- General Partnership
- Corporation - State
- Other Colorado limited liability company

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

2. Name and address of receiving party(ies):

Name: McWhinney Holding Company, LLLP

Internal Address: _____

Street Address: Rangeview One Office Building at Centerra
2725 Rocky Mountain Avenue, Suite 200

City: Loveland State: CO ZIP: 80538

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Colorado limited liability limited partnership

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

(Designations must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

3. Nature of conveyance

- Assignment
- Security Agreement
- Other Conversion of Entity Type
- Merger
- Change of Name

Effective Date: January 1, 2002

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

Trademark Application No.(s) 76/068,605

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Miriam D. Trudell, Esq.

Internal Address: SHERIDAN ROSS P.C.

Street Address: 1560 Broadway, Suite 1200

City: Denver State: CO ZIP: 80202-5141

6. Total number of applications and registrations involved. 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account.

8. Deposit account number: 19-1970

(Attach duplicate copy of this page if paying by deposit account)

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.

Miriam D. Trudell
Name of person signing

[Signature]
Signature

April 3, 2002
Date

04/24/2002 TBIAZ1 00000034 76068605 of pages including cover sheet, attachments and document: 7

01 FC:481

40.00 CP

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO COMMISSIONER FOR PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, DC 20231 ON April 3, 2002.

SHERIDAN ROSS P.C.

BY: [Signature]

TRADEMARK
REEL: 2490 FRAME: 0591

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

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\$ 110.00

SECRETARY OF STATE
12-28-2001 14:42:19

CERTIFICATE AND NOTICE OF CONVERSION
OF
MCWHINNEY HOLDING COMPANY, L.L.C.

MCWHINNEY HOLDING COMPANY, L.L.C., a Colorado Limited Liability Company ("MHC LLC"), hereby certifies as follows:

FIRST: MHC LLC is the converting entity, and is a Colorado limited liability company whose principal address is 2725 Rocky Mountain Avenue, Suite 200, Loveland, Colorado 80538.

SECOND: McWhinney Holding Company, LLLP ("MHC LLLP") is the resulting entity, and is a Colorado limited liability limited partnership that has been or will be immediately and directly registered as a registered limited liability limited partnership pursuant to C.R.S. 7-60-144.

THIRD: The conversion of MHC LLC into MHC LLLP was unanimously approved by the vote of the Members holding one hundred percent (100%) of the voting interests in MHC LLC.

FOURTH: The conversion of MHC LLC into MHC LLLP will be effective at 12:03 a.m., January 1, 2002.

IN WITNESS WHEREOF, MHC LLC has executed this Certificate and Notice of Conversion as of 12:03 a.m., January 1, 2002.

MCWHINNEY HOLDING COMPANY,
L.L.C., a Colorado Limited Liability
Company

By Chad C. McWhinney 12-27-01
Chad C. McWhinney Date
Managing Member

DELAYED EFFECTIVE DATE
1/1/2002

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership as of the day and year set forth above.

MHC GP, LLC, a Colorado Limited Liability Company, General Partner

By: McWhinney Real Estate Services, Inc., a Colorado Corporation, Manager

By Chad C. McWhinney 12-27-01
Chad C. McWhinney Date
President

(H&M 12/19/01)

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MCWHINNEY HOLDING COMPANY, LLLP

The undersigned, being the sole General Partner of MCWHINNEY HOLDING COMPANY, LLLP, a Colorado Limited Partnership (hereinafter "the Limited Partnership"), hereby executes the following Certificate of Limited Partnership in accordance with the provisions of the Colorado Uniform Limited Partnership Act of 1981:

1. Name of Limited Partnership. The name of the Limited Partnership shall be MCWHINNEY HOLDING COMPANY, LLLP.

2. Registered Agent and Address. The registered agent for service of process shall be Chad C. McWhinney and the registered office shall be 2725 Rocky Mountain Avenue, Suite 200, Loveland, Colorado 80538.

3. Name and Address of General Partner. The name and the business, residence or mailing address of the General Partner are as follows:

MHC GP, LLC
2725 Rocky Mountain Avenue, Suite 200
Loveland, Colorado 80538

4. Number of Partners. There are at least two (2) Partners in the Limited Partnership, at least one (1) of whom is a Limited Partner.

5. Effective Date. The Limited Partnership shall be deemed formed at 12:03 a.m., January 1, 2002, being the effective time and date of the filing of this Certificate of Limited Partnership in the office of the Colorado Secretary of State.

(RP&M 12/19/01)

Please include a typed self-addressed envelope

MUST BE TYPED
FILING FEE: \$50.00
SUBMIT TWO COPIES

Mail to: Secretary of State
Corporations Section
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

For office use only 055

FILED
BONETTA DAVIDSON
COLORADO SECRETARY OF STATE
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\$ 100.00
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**REGISTRATION STATEMENT FOR REGISTRATION AS A
REGISTERED LIMITED LIABILITY PARTNERSHIP OR A
REGISTERED LIMITED LIABILITY LIMITED PARTNERSHIP**

Pursuant to section 7-60-144, Colorado Revised Statutes, the undersigned partnership* has approved this registration statement in the manner provided in its partnership agreement or, if not so provided, such statement has been approved by all of its general partners as follows:

The name of the partnership is MCWHINNEY HOLDING COMPANY, LLLP

If different, the name which it proposes to register, or, if foreign, the name which it proposes to transact business in Colorado is

N/A

The jurisdiction of its formation (if other than Colorado) is N/A

The street address of its principal office is 2725 Rocky Mountain Avenue, Suite 200, Loveland,
Colorado 80538

If the principal office of a general partnership or a foreign limited liability partnership is not in Colorado, the name and street address of its Colorado registered agent for service of process on such general or foreign partnership is:

N/A

N/A

Last name of an individual or full name of an entity N/A First and middle name of an individual N/A

Street address of registered agent named above N/A
MCWHINNEY HOLDING COMPANY, LLLP, a Colorado Limited Partnership
By: MHC GP, LLC, a Colorado Limited Liability Partnership, General Partner
By: McWhinney Real Estate Services, Inc., a Colorado Corporation, Manager
Signature [Signature]
By: Chad C. McWhinney, President

* As used in this statement, partnership refers to a general partnership or a limited partnership formed in Colorado or a foreign limited liability partnership or limited liability limited partnership formed and registered in a jurisdiction other than Colorado. If formed in Colorado, a limited partnership must first or simultaneously file a Certificate of Limited Partnership, and if formed elsewhere, it must also file an Application for Registration as a foreign limited partnership with the Colorado Secretary of State.

DELAYED EFFECTIVE DATE

1/1/2002

COMPUTER UPDATE COMPLETE
Revised 7/95