

10-08-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

REC TR 102244388

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Tempress Products, L.L.C. 10-3-02

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Certificate of Conversion

Execution Date: January 1, 2002

2. Name and address of receiving party(ies)

Name: Tempress Products, LP

Internal Address:

Street Address: 5052 Sharp Street

City: Dallas State: TX Zip: 75247

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

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) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS FINANCE SECTION 2002 OCT -3 PM 2:35

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

A. Trademark Application No.(s) 75/482,764

cont. - 1,937,518, 2,154,275, 1,900,762, 2,488,708 B. Trademark Registration No.(s) 1,096,881, 1,348,212, 1,323,292, 1,491,287, 1,662,199, 1,491,286, 1,493,289, 1,555,686, 1,969,762

Additional number(s) attached Yes No

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

Name: Fulbright & Jaworski L.L.P.

Internal Address: David H. Tannenbaum

Street Address: 2200 Ross Avenue

Suite 2800

City: Dallas State: Texas Zip: 75201

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 3.41) \$ 365.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Linda M. Merritt Name of Person Signing

Signature Linda M. Merritt Date 9/27/2002

Total number of pages including cover sheet, attachments, and document: 11

10/07/2002 DBYRNE 00000043 75482764

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:481 02 FC:482

40.00 DP 325.00 DP

TRADEMARK REEL: 002594 FRAME: 0257

**ARTICLES OF CONVERSION
FOR
TEMPRESS PRODUCTS, L.L.C.**

FILED
In the Office of the
Secretary of State of Texas
DEC 31 2001
Corporations Section

The undersigned natural person of the age of eighteen (18) years or older, acting pursuant to Section 10.08 of the Texas Limited Liability Company Act and Section 9.05(b) of the Texas Revised Partnership Act, hereby adopts the following Articles of Conversion for this corporation:

ARTICLE I

The name of the converting entity is Tempress Products, L.L.C., a Texas limited liability company (the "Converting Entity"). The organizational form of the Converting Entity shall be converted to that of a Texas limited partnership, formed and authorized pursuant to the Texas Revised Partnership Act (the "Converted Entity").

ARTICLE II

The conversion shall be in accordance with the Plan of Conversion (the "Plan") that has been approved by the members and managers of the Converting Entity in the manner prescribed by the Texas Business Corporation Act, and the partners of the Converted Entity in the manner prescribed by the Texas Revised Partnership Act, as such Plan is set forth on the attached Exhibit A, and incorporated by reference into these Articles as if fully set forth herein. The consent of the members and managers of the Converting Entity authorizing the conversion is attached hereto as Exhibit B and incorporated herein for all purposes.

ARTICLE III

A copy of the Plan is on file, and will be on file from and after the date of conversion, at the principal place of business of the Converting Entity and the Converted Entity, which for both is located at 2015 McKenzie, Suite 100, Carrollton, Texas 75006.

ARTICLE IV

A copy of the Plan will be furnished by the Converting Entity prior to conversion, or by the Converted Entity subsequent to conversion, upon written request and without cost, to any member of the Converting Entity or any holder of a partnership interest of the Converted Entity.

ARTICLE V

The Converted Entity assumes payment of any franchise taxes due by the Converting Entity.

The plan of conversion was duly authorized by all action required by the laws under which it is incorporated or organized and by its constituent documents.

SHC
JM

ARTICLE VI

A. The membership interests outstanding and the designation and amount of outstanding Converting Entity membership interests entitled to vote on the Plan are as follows:

<i>Number of Membership Interests Outstanding:</i>	<i>Designation of Interests Entitled to Vote:</i>	<i>Number of Membership Interests Entitled to Vote:</i>
250,000	Membership Interests	250,000

B. The number of Converting Entity Membership Interests that voted for or against the Plan are as follows:

<i>Voted For:</i>	<i>Voted Against:</i>
250,000	-0-

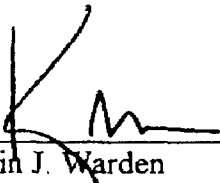
ARTICLE VII

The Converted Entity shall be governed by the laws of the State of Texas.

ARTICLE VIII

The address of the registered office of the Converted Entity in Texas shall be 2015 McKenzie, Suite 100, Carrollton, Texas 75006, and the registered agent at such address shall be Kevin J. Warden.

The undersigned authorized individual has executed these Articles of Conversion to be effective on this 1st day of January, 2002.



Kevin J. Warden

EXHIBIT A

**PLAN OF CONVERSION
FOR
TEMPRESS PRODUCTS, L.L.C.**

The undersigned persons acting pursuant to Section 10.08 of the Texas Limited Liability Company Act ("TLLCA") and Section 9.05(b) of the Texas Revised Partnership Act ("TRPA"), hereby adopt the following Plan of Conversion (this "Plan") for this corporation:

1. The name of the converting entity is Tempress Products, L.L.C., a Texas limited liability company formed pursuant to the TLLCA (the "Converting Entity"), and the name of the converted entity shall be Tempress Products, LP, a Texas limited partnership (the "Converted Entity"), formed pursuant to the TRPA. The purposes of the converted entity and the county where the registered office of the converted entity shall be located shall be as they appear in the Certificate of Limited Partnership for the converted entity filed contemporaneously with this Plan with the Secretary of State for the State of Texas, and attached hereto, and incorporated herein, as Addendum A.

2. On the Effective Date and in accordance with the provisions of the TLLCA and the TRPA, the Converting Entity shall be converted into the Converted Entity (the "Conversion") with the Converted Entity being the surviving entity of the Conversion. As a result of the Conversion, the separate corporate existence of the Converting Entity shall continue in the form of the Converted Entity, and on the Effective Date (defined below), the Converted Entity shall become the owner, by operation of law and without other transfer, of all the rights, title, and interests that the Converting Entity now has, or may have in the future, in and to all properties (both real and personal) and assets (both tangible and intangible) of every kind and nature whatsoever, whether choate or inchoate, now existing or arising in the future. On the Effective Date, all rights, franchises, and interests of the Converting Entity in and to every type of intellectual property including, without limitation, all trademarks, registrations, trademark applications, and goodwill associated therewith, if any, shall be transferred to and vested in the Converted Entity by virtue of the Conversion without any deed or other transfer. On the Effective Date, all debts, liabilities, and contractual obligations of the Converting Entity, matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved on the balance sheets, books of account, or records of the Converting Entity shall be those of, and are hereby expressly assumed by, the Converted Entity and shall not be released or impaired by the Conversion. All rights of creditors and other obligees and all liens on property of the Converting Entity shall be preserved.

3. The total number of membership interests of the Converting Entity currently issued and outstanding are held as follows:

<u>MEMBERS</u>	<u>NUMBER OF MEMBERSHIP INTERESTS</u>
Scott D. Rued	25,000
Richard W. Anderson	25,000
Gilbert A. La Croix	25,000
Mark F. Lozelle Trust	75,000
James R. Lozelle Trust	25,000
Kevin J. Warden Trust	37,500
Lise L. Warden Trust	37,500

Such membership interests owned by Scott D. Rued, Richard W. Anderson, Gilbert A. La Croix, Mark F. Lozelle Trust, James R. Lozelle Trust, Kevin J. Warden Trust, and Lise L. Warden Trust shall be immediately converted into limited partnership

partnership interests in the Converted Entity, such that Scott D. Rued, Richard W. Anderson, Gilbert A. La Croix, Mark F. Lozelle Trust, James R. Lozelle Trust, Kevin J. Warden Trust, and Lise L. Warden Trust, shall be the limited partners of the Converted Entity. Such membership interests owned by Tempress Group, L.L.C. shall be immediately converted into the general partnership interest in the Converted Entity, such that Tempress Group, L.L.C. shall be the sole general partner of the Converted Entity. All other rights, preferences, provisions, and obligations pertaining to partnership interests in the Converted Entity are contained in the Agreement of Limited Partnership for the Converted Entity.


4. This Plan has been submitted to and approved by the members of the Converting Entity in the manner provided by the TLLCA, and the partners of the Converted Entity in the manner provided by the TRPA.

5. The Conversion contemplated in this Plan is intended to qualify as a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended. The issued and outstanding membership interests of the Converting Entity will be converted into equivalent partnership interests in the Converted Entity.

The undersigned being all the managers and members of the Converting Entity, and the general and limited partners of the Converted Entity, have executed this Plan of Conversion to be effective on the 1st day of January, 2002 (the "Effective Date").

CONVERTING ENTITY:

KEVIN J. WARDEN TRUST

By: 
Kevin J. Warden, Trustee

JAMES R. LOZELLE TRUST

By: 
James R. Lozelle, Trustee

MARK F. LOZELLE TRUST

By: 
Mark F. Lozelle, Trustee

LISE L. WARDEN TRUST

By: 
Lise L. Warden, Trustee


SCOTT D. RUED



RICHARD W. ANDERSON

GILBERT A. LA CROIX

CONVERTED ENTITY:

Limited Partners:

KEVIN J. WARDEN TRUST

By: 
Kevin J. Warden, Trustee

JAMES R. LOZELLE TRUST

By: 
James R. Lozelle, Trustee

MARK F. LOZELLE TRUST

By: 
Mark F. Lozelle, Trustee

LISE L. WARDEN TRUST

By: 
Lise L. Warden, Trustee



SCOTT D. RUED


RICHARD W. ANDERSON

GILBERT A. LA CROIX

General Partner:

TEMPRESS GROUP, L.L.C.

By: 
Kevin J. Warden, Manager

CONVERTING ENTITY:

KEVIN J. WARDEN TRUST

By: _____
Kevin J. Warden, Trustee

JAMES R. LOZELLE TRUST

By: _____
James R. Lozelle, Trustee

MARK F. LOZELLE TRUST

By: _____
Mark F. Lozelle, Trustee

LISE L. WARDEN TRUST

By: _____
Lise L. Warden, Trustee

SCOTT D. RUED

RICHARD W. ANDERSON

GILBERT A. LA CROIX

CONVERTED ENTITY:

Limited Partners:

KEVIN J. WARDEN TRUST

By: _____
Kevin J. Warden, Trustee

JAMES R. LOZELLE TRUST

By: _____
James R. Lozelle, Trustee

MARK F. LOZELLE TRUST

By: _____
Mark F. Lozelle, Trustee

LISE L. WARDEN TRUST

By: _____
Lise L. Warden, Trustee

SCOTT D. RUED

RICHARD W. ANDERSON

GILBERT A. LA CROIX

General Partner:

TEMPRESS GROUP, L.L.C.

By: _____
Kevin J. Warden, Manager

EXHIBIT B

**JOINT WRITTEN CONSENT OF
THE MANAGERS AND MEMBERS
in lieu of a
SPECIAL MEETING
of
TEMPRESS PRODUCTS, L.L.C.**

The undersigned, being all of the managers and members of **TEMPRESS PRODUCTS, L.L.C.**, a Texas limited liability company (hereinafter referred to as the "Company"), hereby waive notice of the time, place, date, and purpose of a special meeting of the managers and members of the Company and consent to and approve the following resolutions and each and every action effected thereby:

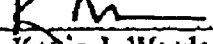
BE IT RESOLVED, that the managers of the Company shall be and they hereby are authorized and directed to take any and all actions necessary and required to institute the conversion of the organizational structure and identity of the Company from a Texas limited liability company into that of a Texas limited partnership; and that the President of the Company is authorized to execute all documents in connection therewith; and so be it

FURTHER RESOLVED, that all prior acts and/or steps taken by the managers and officers of the Company in furtherance of the conversion of the Company from a Texas limited liability company into a Texas limited partnership shall be and they hereby are ratified and approved in all respects.

In testimony whereof witness our respective signatures effective as of the 1st day of January, 2002.

MANAGERS:

KEVIN J. WARDEN TRUST

By: 
Kevin J. Warden

MARK F. LOZELLE

By: 
Mark F. Lozelle

MEMBERS:

JAMES R. LOZELLE TRUST

By: 
James R. Lozelle, Trustee


MARK F. LOZELLE TRUST

By: 
Mark F. Lozelle, Trustee

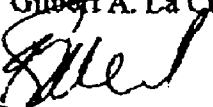
KEVIN J. WARDEN TRUST

By: 
Kevin J. Warden, Trustee

LISE L. WARDEN TRUST

By: 
Lise L. Warden, Trustee

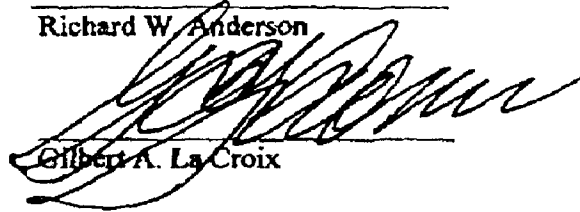

Richard W. Anderson

Gilbert A. La Croix

Scott D. Rued

LISE L. WARDEN TRUST

By: _____
Lise L. Warden, Trustee

Richard W. Anderson



Gilbert A. La Croix

Scott D. Rued