

10-23-2002

FORM PTO-1595 (Rev. 6-93)



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

102258459 TRADEMARKS ONLY

Our Ref.: 052014-0003-000

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. **ATTN: BOX ASSIGNMENT**

1. Name of conveying party(ies):
Primus Corporate Services, Inc.
a Delaware corporation
10/17/02
Additional name(s) of conveying party(ies) attached?
Yes No

2. Name and address of receiving party(ies):
Primus Group Holdings, LLC
a Delaware Limited Liability Company
Street Address:
375 Park Avenue, Suite 1302
New York, NY 10152
Domestic Representative designation attached? Yes No
Additional name(s) & address(es) attached?
Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other (conversion from a corporation to a limited liability company)
Effective Date: May 22, 2002
Execution Date: May 22, 2002

4. Application number(s) or trademark number(s):
A. Trademark Application No.(s) 75/754,484
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: Gregory S. Shatan
Internal Address: Morgan, Lewis & Bockius LLP
Attn: TMSU
10/22/2002 GTM11 00000104 75754484
01 FC:8521 40.00 OP
Street Address: 1111 Pennsylvania Ave., N.W.
City: Washington State: DC Zip: 20004

6. Total number of applications and trademarks involved: 1
7. Total fee (37 C.F.R. §3.41): 40.00
 Enclosed
 Authorized to be charged to deposit account 13-4520
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520
8. Deposit account number: 13-4520
Attach duplicate of page if paying by deposit account

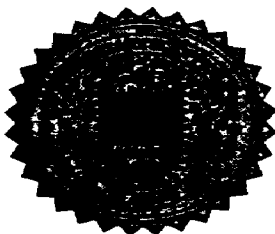
9. Statement and Signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Gregory S. Shatan *Gregory S. Shatan* October 17, 2002
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments and documents: 3

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PRIMUS CORPORATE SERVICES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PRIMUS CORPORATE SERVICES, INC." TO "PRIMUS GROUP HOLDINGS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 2002, AT 6:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3066045 8100V

AUTHENTICATION: 1794796

020331137

DATE: 05-24-02

TRADEMARK

REEL: 2603 FRAME: 0651

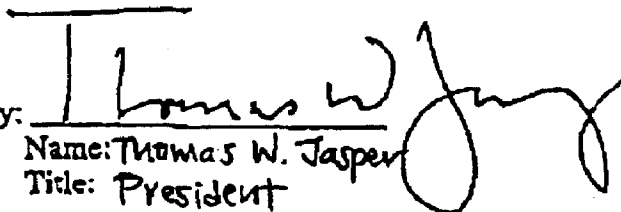
**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE DELAWARE GENERAL
CORPORATION LAW**

1. The name of the corporation is Primus Corporate Services, Inc. and the name under which the corporation was originally incorporated is E.PRIMUS, INC.
2. The date on which the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware is July 6, 1999.
3. The name of the limited liability company into which the corporation is herein being converted is Primus Group Holdings, LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of Primus Corporate Services, Inc. as of the 22nd day of May, 2002.

PRIMUS CORPORATE SERVICES, INC.

By: Thomas W. Jasper
 Name: Thomas W. Jasper
 Title: President



1-NY/1422279.1

TOTAL P.06