

01-17-2003



Attorney Docket No.: 52647-0003-0021

102340815

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

<p>1. Name of conveying party(ies): 1-13-03 Primus Corporate Services, Inc. (a Delaware corporation)</p>	<p>2. Name and address of receiving party(ies): Primus Group Holdings, LLC 360 Madison Avenue, 23rd Floor New York, NY 10017</p> <p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input type="checkbox"/> Corporation-State: <input checked="" type="checkbox"/> Other: a Delaware Limited Liability Company</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: (conversion from a corporation to a limited liability company)</p> <p>Execution Date: May 22, 2002</p>	
<p>4. A. Application number(s): 75/754,491 76/348,132 75/826,522</p>	<p>B. Trademark Registration No.(s):</p>
<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>Hun Ohm, Esq. Morgan Lewis & Bockius LLP C/O TMSU 1111 Pennsylvania Avenue, N.W. Washington D.C. 20004</p> <p>Telephone: (212) 309-6335 Facsimile: (212) 309-6273 E-Mail: hohm@morganlewis.com</p>	<p>6. Total number of applications and registrations involved: [3]</p> <p>7. Total fee (37 CFR 3.41) Cal. <u>1</u> x \$40.00 = \$ 40.00 <u>2</u> x \$25.00 = \$ 50.00 Total \$ 90.00</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 13-4520</p>

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.

Hun Ohm, Esq.
Name of Person Signing

Signature

January 10, 2003
Date

Total number of pages including cover sheet, attachments and document: **[3]**

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

01/16/2003 LHMULLER 00000158 75754491

01 FC:8521 40.00 OP
02 FC:8522 50.00 OP

**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.

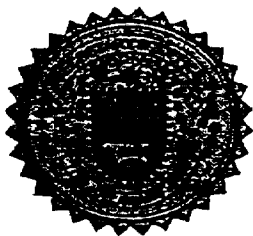
By: Thomas W. Jasper
 Name: Thomas W. Jasper
 Title: President

Delaware

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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

RECORDED: 01/13/2003

REEL: 002650 FRAME: 0660