

FORM PTO-1584
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name and Address of Conveying Party(ies):
Action Concepts, Inc.
7503 Flagstone Bldg 30
Fort Worth, Texas 76118

<input type="checkbox"/>	Individual(s)
<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Corporation - State: <u>Texas</u>
<input type="checkbox"/>	Other: _____
<input type="checkbox"/>	Additional Name(s) of Conveying Party(ies) Attached

2. Name and Address of Receiving Party(ies):
Action Concepts Fast Forward, Ltd dba Fast Forward
7503 Flagstone Bldg 30
Fort Worth, Texas 76118

<input type="checkbox"/>	Individual(s)
<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Corporation - State: _____
<input type="checkbox"/>	Other: _____
<input type="checkbox"/>	Additional Name(s) of Receiving Party(ies) Attached
<input type="checkbox"/>	Assignee is not domiciled in the United States, a Domestic Representative Designation is Attached

3. Nature of Conveyance:

<input type="checkbox"/>	Assignment
<input type="checkbox"/>	Security Agreement
<input type="checkbox"/>	Merger
<input checked="" type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other: _____

Execution Date: _____

4. Application Number(s) or Registration Number(s):
See Attached Schedule A

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Lisa Shereen Zamaludin
Gardere Wynne Sewell LLP
1601 Elm Street, Suite 3000
Dallas, Texas 75201-4761

214-999-4554 - Telephone
214-999-3554 - Facsimile
E-Mail lzamaludin@gardere.com

6. Total Number of Applications and Registrations Involved: 6


7. Total Fee (37 CFR 3.41): **\$165.00**

<input type="checkbox"/>	Previously submitted
<input checked="" type="checkbox"/>	Authorized to be Charged to Deposit Account
<input type="checkbox"/>	Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.


Lisa Shereen Zamaludin
Date: 6/15/03

Document sent via facsimile to 703-306-5995

Mail To: Commissioner of Patents and Trademarks,
Box ASSIGNMENTS, Washington, D.C. 20231 Total # of Pages Including This Cover Sheet.

CH \$165.00 070153 76414452

Schedule A
Action Concepts Fast Forward, Ltd.

Trademark	Registration No.	Serial Number
FF		76/414,452
FAST FORWARD		76/414,453
FAST FORWARD SKATE SHOP SHOES APPAREL		76/412,501
FAST FORWARD	2,508,289	
FAST FORWARD		76/491,577
WAZOO		76/121,626

DALLAS 1283683v1



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

FILED
In the Office of the
Secretary of State of Texas
JAN 9 1 2003
Corporations Section

**ASSUMED NAME CERTIFICATE
FOR FILING WITH THE SECRETARY OF STATE**

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application for certificate of authority or comparable document is

Action Concepts Fast Forward Ltd.

2. The assumed name under which the business or professional service is or is to be conducted or rendered is

Fast Forward

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is

Texas

and the address of its registered or similar office in that jurisdiction is

7503 Flagstone Bldg 30 Fort Worth, TX 76118

4. The period, not to exceed 10 years, during which the assumed name will be used is

NOV 30, 2002 - NOV 30, 2012

5. The entity is a (check one):

A.

- Business Corporation
- Professional Corporation
- Limited Liability Company
- Registered Limited Liability Partnership
- Non-Profit Corporation
- Professional Association
- Limited Partnership

B. If the entity is some other type business, professional or other association that is incorporated, please specify below (e.g., bank, savings and loan association, etc.)

6. If the entity is required to maintain a registered office in Texas, the address of the registered office is

7503 Flagstone Bldg 30

Fort Worth, TX 76118 and the name of its registered agent

at such address is Brandon Batton

The address of the principal office (if not the same as the registered office) is

same

7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is N/A

and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is N/A

and the office address elsewhere is N/A

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT")

ALL

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document.

By

Signature of officer, general partner, manager, representative or attorney-in-fact of the entity
President of AC Fast Forward Mgt. LLC



SUBSCRIBED AND SWORN BEFORE ME
THIS 29 DAY OF Jan. 2003
Kathy Gregory
NOTARY PUBLIC

NOTE

This form is designed to meet statutory requirements for filing with the secretary of state and is not designed to meet filing requirements on the county level. Filing requirements for assumed name documents to be filed with the county clerk differ. Assumed name documents filed with the county clerk are to be executed and acknowledged by the filing party, which requires that the document be notarized.

**ARTICLES OF CONVERSION
OF
ACTION CONCEPTS, INC.
INTO
ACTION CONCEPTS FAST FORWARD, LTD.**

FILED
In the Office of the
Secretary of State of Texas
NOV 27 2002
Corporations Section

Pursuant to the provisions of Article 5.18 of the Texas Business Corporation Act and to Internal Revenue Code Section 368(a)(1)(F), as amended., Action Concepts, Inc., a Texas corporation (the "Converting Entity"), hereby reorganizes Action Concepts, Inc. and executes the following Articles of Conversion:

1. General Provisions

- (A) The name of the converting entity is Action Concepts, Inc., a Texas corporation (the "Converting Entity").
- (B) A Plan of Conversion (the "Plan") for Action Concepts, Inc. has been approved by the shareholder(s) of the Converting Entity.
- (C) An executed copy of the Plan is currently on file at the principal place of business of the Converting Entity, which is located at 7503 Flagstone Street, Suite 30, Fort Worth, Texas 76118. An executed copy of the Plan will be on file, and will continue to be on file, at the principal place of business of Action Concepts Fast Forward, Ltd. (the "Converted Entity"), which will be located at 7503 Flagstone Street, Suite 30, Fort Worth, Texas 76118.
- (D) An executed copy of the Plan will be provided, on written request and without cost, to any shareholder of the Converting Entity or any member of Action Concepts Fast Forward, Ltd., by the Converting Entity, if such request is made prior to the conversion becoming effective, or by Action Concepts Fast Forward, Ltd., if such request is made after the conversion becomes effective.

2. The number of outstanding shares of the Converting Entity is 100000 shares at no par value. The ownership interest for which shareholder approval is required by Action Concepts, Inc. is 2/3.

3. The shareholder(s) of all of the outstanding shares of Action Concepts, Inc. has voted in favor of the Plan of Conversion converting Action Concepts, Inc. into Action Concepts Fast Forward, Ltd., the certificate of Conversion to limited partnership is attached hereto as Exhibit A .

- 4. Action Concepts Fast Forward, Ltd. assumes liability for payment of all fees and franchise taxes arising in accordance with the filing of these Articles of Conversion.
- 5. The approval of the Plan of Conversion was duly authorized by all action required by the laws under which Action Concepts, Inc. was incorporated and its constituent documents.

Dated this 25th day of November 2002 and effective as of 11:59 P.M. on November 30, 2002.

Action Concepts, Inc., a Texas corporation



By: Brandon Batton, President

Exhibit A
STATE OF TEXAS
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner, who desires to form a limited partnership, certifies that:

1. The name of the partnership is Action Concepts Fast Forward, Ltd.
2. The address of the partnership's registered office is: 7503 Flagstone Street, Suite 30, Fort Worth, Texas 76118
3. The name of the partnership's registered agent for service of process is: Brandon Batton.
4. The address of the agent is: 7503 Flagstone Street, Suite 30, Fort Worth, Texas 76118
5. The address of the principal office where records that are required to be kept will be kept or made available is: 7503 Flagstone Street, Suite 30, Fort Worth, Texas 76118
6. The name, mailing address, and street address of the business or residence of the sole general partner is as follows:

AC Fast Forward, LLC
7503 Flagstone Street, Suite 30
Fort Worth, Texas 76118

AC Fast Forward Mgt., LLC
7503 Flagstone Street, Suite 30
Fort Worth, Texas 76118

7. This certificate of limited partnership shall be effective on November 30, 2002 as specified in the Articles of Conversion.
8. This Limited Partnership is being created pursuant to the Plan of Conversion.
9. The name of the entity from which Action Concepts Fast Forward, Ltd. is being converted is Action Concepts, Inc., a Texas Corporation. The address is 7503 Flagstone Street, Suite 30, Fort Worth, Texas 76118. The prior form of organization of Action Concepts, Inc. was a corporation. Action Concepts, Inc. was incorporated on February 26, 1987 and the jurisdiction is Texas. Action Concepts, Inc. was reorganized pursuant to Internal Revenue Code Section 368(a)(1)(F), as amended.

I affirm, under penalty of perjury, that this certificate is executed on the 25th day of November, 2002, and to the best of my knowledge and belief, the facts stated in this certificate are true.

AC Fast Forward, Mgt., LLC,
General Partner (a Texas Limited
Liability Company)

BY: 
Brandon Batton, President
7503 Flagstone Street, Suite 30
Fort Worth, Texas 76118

AC Fast Forward, LLC,
General Partner (a Texas Limited
Liability Company)

BY: 
Sarah Anderson, President
7503 Flagstone Street, Suite 30
Fort Worth, Texas 76118