

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Articles of Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Clearmedia, Inc.		11/19/2008	CORPORATION: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Clearmedia, LLC		
<b>Street Address:</b>	3000 West Olympic Blvd., Suite 2423		
<b>City:</b>	Santa Monica		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90404		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	77296886	CLEAR365	
Serial Number:	77342696	CLEAR365	
Serial Number:	77306434	LIFE GOES ONLINE.	
Serial Number:	77342701	VIVA365	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(206)757-7112		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(206) 757-8112		
<b>Email:</b>	marshallnelson@dwt.com		
<b>Correspondent Name:</b>	Marshall J. Nelson		
<b>Address Line 1:</b>	Davis Wright Tremaine LLP		
<b>Address Line 2:</b>	1201 Third Avenue, Suite 2200		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101		
<b>ATTORNEY DOCKET NUMBER:</b>	85194-3		
<b>NAME OF SUBMITTER:</b>	Kristine Fyfe		

CH \$115.00 77296886

Signature:

/kristine fyfe/

Date:

12/23/2008

**Total Attachments: 3**

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# SECRETARY OF STATE



## LIMITED LIABILITY COMPANY CHARTER (CONVERSION)

I, ROSS MILLER, the Nevada Secretary of State, do hereby certify that **CLEARMEDIA, LLC** did on November 19, 2008, file in this office the Articles of Organization and Articles of Organization for a Limited Liability Company, that said Articles are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 19, 2008.


A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

Certified By: Kamlesh Bhardwaj  
Certificate Number: C20081119-1895



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Ste 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5708  
 Website: www.nvsos.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>00002088590-92</b>
	Filing Date and Time <b>11/19/2008 12:00 PM</b>
	Entity Number <b>E0545742007-7</b>

**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
**Page 1**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Articles of Conversion**  
 (Pursuant to NRS 92A.205)

**1. Name and jurisdiction of organization of constituent entity and resulting entity:**

ClearMedia, Inc.  
 Name of constituent entity

Nevada  
 Jurisdiction

Corporation  
 Entity type \*

and,

ClearMedia, LLC  
 Name of resulting entity

Nevada  
 Jurisdiction

Limited-Liability Company  
 Entity type \*

**2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.**

**3. Location of plan of conversion: (check one)**

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 89.330.

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1  
 Revised: 7-1-08

**TRADEMARK**  
 REEL: 003908 FRAME: 0827



**ROSS MILLER**  
 Secretary of State  
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 Carson City, Nevada 89701-4299  
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**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
**Page 2**

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**4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):**

Attn: Lori Hawk  
  
 c/o: Clearwire Corporation  
 Legal Department  
 4400 Carillon Point  
 Kirkland, WA 98033

**5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240) \* :**

**6. Signatures - must be signed by:**

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

ClearMedia, Inc.

**Name of constituent entity**

X Jillan Johnson  
 Signature

Assistant Secretary  
 Title

11-18-08  
 Date

\* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

**FILING FEE: \$350.00**

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

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 Revised: 7-1-08