

2-22-00

03-27-2000



101298389

TO THE HON. COMMISSIONER OF PATENTS & TRADEMARKS: PLEASE RECORD THE ATTACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

FEB 22 2001 10:11 AM
OPR/FINANCE

1. NAME AND ADDRESS OF CONVEYING PARTY

SODEXHO MARRIOTT OPERATIONS, INC.
9801 Washingtonian Boulevard
Gaithersburg, Maryland 20878

(Delaware Corporation)

Additional names of conveying parties attached? No.

2. NAME AND ADDRESS OF RECEIVING PARTY

SODEXHO OPERATIONS, LLC
9801 Washingtonian Boulevard
Gaithersburg, Maryland 20878

(Delaware limited liability company)

Additional names of receiving parties attached? No.

3. NATURE OF CONVEYANCE:

Assignment Merger

Security Agreement Change of Name

Other: Conversion

Execution Date: December 6, 1999

If assignee is not domiciled in the United States, a designation of domestic representative is attached.

4. APPLICATION OR REGISTRATION NUMBER(S)

A. Trademark Application Nos.

See attached sheet.

Additional numbers attached? YES.

B. Trademark Registration Nos.

Additional numbers attached? No.

5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:

TIMOTHY H. HIEBERT
SAMUELS, GAUTHIER & STEVENS LLP
225 FRANKLIN STREET, SUITE 3300
BOSTON, MA 02110

6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: 37

7. TOTAL FEE DUE: \$ 940.00
(Check enclosed)

If any additional fee(s) are due, the Commissioner is hereby authorized to charge the Deposit Account identified in item 8.

8. DEPOSIT ACCOUNT NUMBER: 19-0079

03/24/2000 DNGUYEN 00000389 75622445

01 FC:481 40.00 OP
02 FC:482 900.00 OP

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.

Timothy H. Hiebert
Name of Person Signing

T. Hiebert
Signature

February 16, 2000
Signature Date

10. Total pages: 4

4a. Trademark Application Nos.

75/622,445
75/627,122
75/646,747
75/655,910
75/664,227
75/670,278
75/670,289
75/670,830
75/688,299
75/689,994
75/708,228
75/711,644
75/733,768
75/754,543
75/757,184
75/761,773
75/775,920
75/778,542
75/802,002
75/832,875
75/832,876
75/832,877
75/832,878
75/833,083
75/833,084
75/833,085
75/833,086
75/833,087
75/833,607
75/833,608
75/833,775
75/836,388
75/859,813
75/859,814
75/881,055
75/881,785
75/881,787

Office of the Secretary of State

I, EDWARD J. FREEL, 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 TO A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "SODEXHO MARRIOTT OPERATIONS, INC.", CHANGING ITS NAME FROM "SODEXHO MARRIOTT OPERATIONS, INC." TO "SODEXHO OPERATIONS, LLC" FILED IN THIS OFFICE ON THE SIXTH DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.



2851557 8100V

991518256

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

01.18699

DATE:

12-06-99

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
SODEXHO MARRIOTT OPERATIONS, INC.
TO
SODEXHO OPERATIONS, LLC

This Certificate of Conversion to Limited Liability Company, dated as of ~~December~~ 1999, is being duly executed and filed by Sodexho Marriott Operations, Inc., a Delaware corporation (the "Company"), and Sodexho Marriott Services, Inc., as an authorized person of Sodexho Operations, LLC, a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (6 Del.C. § 18-101 et seq.) and the General Corporation Law of the State of Delaware (8 Del.C. § 101, et seq.) (the "GCL").

1. The Company's name when it was originally incorporated and immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Sodexho Marriott Operations, Inc.
2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on January 27, 1998, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is Sodexho Operations, LLC.
4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Section 266 of the GCL.
5. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

SODEXHO MARRIOTT OPERATIONS, INC. SODEXHO MARRIOTT SERVICES, INC.

By: Robert A. Stern
Name: Robert A. Stern
Title: Vice President

By: Robert A. Stern
Name: Robert A. Stern
Title: Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/06/1999
991518256 - 2851557

(NY) 15770005/LLC/can.conv.llc.wpd