



08-10-2000

U.S. Patent & TMO/TM Mail Rcpt. Dt. #40

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

09-18-2000



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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

TRADEMARK  
 ASSIGNMENT  
 RECEIVED  
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 U.S. PATENT & TRADEMARK OFFICE

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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FOR OFFICE USE ONLY

01 FC:481 40.00 DP  
02 FC:482 250.00 DP

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

David C. Gryce

Name of Person Signing

Signature

8/9/2000

Date Signed

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 UNDER THE NAME OF "SOUTHEAST TOYOTA DISTRIBUTORS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SOUTHEAST TOYOTA DISTRIBUTORS, INC." TO "SOUTHEAST TOYOTA DISTRIBUTORS, LLC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF MAY, A.D. 2000.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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05-24-00

TRADEMARK  
REEL: 002138 FRAME: 0926

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY  
OF  
SOUTHEAST TOYOTA DISTRIBUTORS, INC.  
TO  
SOUTHEAST TOYOTA DISTRIBUTORS, LLC**

This Certificate of Conversion to Limited Liability Company, dated as of May 24, 2000, is being duly executed and filed by Southeast Toyota Distributors, Inc., a Delaware corporation (the "Company"), and L. Taylor Ward, III, as an authorized person of Southeast Toyota Distributors, 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 as set forth in its Certificate of Incorporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Southeast Toyota Distributors, 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 July 17, 1969, 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 Southeast Toyota Distributors, LLC.

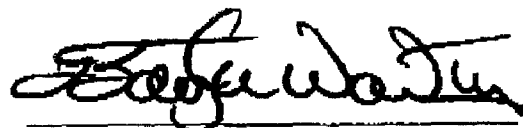
4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL.

5. The conversion of the Company to the LLC shall be effective on May 31, 2000.

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

SOUTHEAST TOYOTA DISTRIBUTORS, INC.

By:   
L. Taylor Ward, III  
Vice President and  
General Counsel

  
L. Taylor Ward, III  
Authorized Person of LLC

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 05/24/2000  
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State of Delaware  
Office of the Secretary of State

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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 FORMATION OF "SOUTHEAST TOYOTA DISTRIBUTORS, LLC." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF MAY, A.D. 2000.



*Edward J. Freel*  
Secretary of State  
June 1, 2000

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**TRADEMARK**  
REEL: 002138 FRAME: 0928

**CERTIFICATE OF FORMATION****OF****SOUTHEAST TOYOTA DISTRIBUTORS, LLC**

This Certificate of Formation of Southeast Toyota Distributors, LLC (the "Company"), dated as of May 24, 2000, has been duly executed and is being filed by L. Taylor Ward, III, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Southeast Toyota Distributors, LLC.

SECOND. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

FOURTH. This Certificate of Formation shall be effective on May 31, 2000.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation as of the date first above written.



L. Taylor Ward, III  
Authorized Person

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 05/24/2000  
001263837 - 0721130

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RECORDED: 08/10/2000

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