

04-23-2001



101682850

To the Honorable Commissioner of Patents

Attached original document or copy thereof

1. Name of conveying party(ies):

Address of receiving party(ies):

FIC-MKSW Newco, LLC

OptiFI, LLC

- Individual(s)
- General Partnership
- Corporation
- Other: Limited Liability Company in State of Delaware
- Association
- Limited Partnership

7601 France Ave. S., Suite 150
Edina, MN 55435

- Individual(s)
- General Partnership
- Corporation
- Other: Limited Liability Company in State of Delaware
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

- Assignment
 - Security Agreement
 - Other _____
 - Merger
 - Change of Name
- Execution Date: 12132000

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

A. Trademark Application No(s). and description

76/148,423 (OPTIFI)

B. Trademark Registration No(s). and description

5. Name and address of party to whom correspondence concerning document should be mailed:

Seema R. Shah
FAEGRE & BENSON LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
612/336-3472

6. Total number of applications and registrations involved: 01

7. Total fee (37 CFR 3.41) \$40.00

- Enclosed
- Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

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.

Seema R. Shah
Name of person signing

Signature

April 3, 2001
Date

Total number of pages including cover sheet, attachments, and document:

**Mail documents to be recorded with required cover sheet information to:
Director – U.S. Patent and Trademark Office, Box Assignments
Washington, D.C. 20231**

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FIC-MKSW NEWCO, LLC", CHANGING ITS NAME FROM "FIC-MKSW NEWCO, LLC" TO "OPTIFI, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



3237311 8100

001641323

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0869721

DATE: 12-21-00

TRADEMARK
REEL: 002276 FRAME: 0297

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF FORMATION OF
FIC-MKSW NEWCO, LLC**

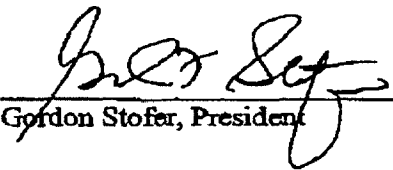
The undersigned, Gordon Stofer, the President of FIC-MKSW NewCo, LLC, a Delaware limited liability company (the "Limited Liability Company"), hereby certifies that:

1. The name of the Limited Liability Company is: FIC-MKSW NewCo, LLC.
2. Section 1 of the Company's Certificate of Formation is amended as follows:

"The name of the limited liability company is OptiFI, LLC."

3. The foregoing amendment has been adopted pursuant to § 18-202 of the Delaware Limited Liability Company Act.

IN WITNESS WHEREOF, I have subscribed my name this 20th day of December, 2000.


Gordon Stofer, President

M1.696280.01

12/20/00 WED 12:35 (TX/RX NO 82481

**TRADEMARK
REEL: 002276 FRAME: 0298**

State of Delaware
Office of the Secretary of State

PAGE 1

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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "OPTIFI, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "OPTIFI, LLC" TO "OPTIFI, INC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2000, AT 6 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2001.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0881371

3237311 8100V

001649926

DATE: 12-27-00

TRADEMARK
REEL: 002276 FRAME: 0299

CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1. The date on which the limited liability company was first formed is June 1, 2000.
- 2. The jurisdiction where the limited liability company was first formed is Delaware.
- 3. The name of the limited liability company immediately prior to the filing of this Certificate is OptiFI, LLC.
- 4. The name of the corporation as set forth in its Certificate of Incorporation filed in accordance with Section 265(b) is OptiFI, Inc.
- 5. If the conversion is not to be effective upon the filing of this Certificate and the Certificate of Incorporation, the future effective date and time of the conversion is January 1, 2001 at 12:01 a.m. Eastern Time.

OptiFI, LLC

By: 

Gordon Stofer, President

M1:091007.01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:00 PM 12/26/2000
001649926 - 3237311

12/20/00 WED 12:35 [TX/RX NO 8248]