

4/6/01

08-10-2001

Form PTO-1594 (Rev. 6-93) RECOF  JET U.S. DEPARTMENT OF COMMERCE
OMB No. 0651-0011 (exp. 4/94) Patent and Trademark Office

101805456

To the Honorable Commissioner of Patents and Trademarks: Please return the attached original document or copy thereof

1. Name of conveying party(ies):

OptiFI, LLC

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

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

2. Name and address of receiving party(ies):

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

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Delaware
 Other _____

3. Nature of conveyance:

 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 12262000

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)

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

Charge Fee


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  April 3, 2001
Name of person signing Signature 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 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.



3237311 8100V

001649926

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0881371

DATE: 12-27-00

TRADEMARK
REEL: 002307 FRAME: 0356

FROM FAEGRE & BENSON

(TUE) 12. 26' 00 16:49/ST. 16:41/NO. 4862015169 P 2

**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

M1:001007.01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:00 PM 12/26/2000
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12/20/00 WED 12:35 [TX/RX NO 8248]