

01-31-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
ALESIS DISTRIBUTION, INC. *1-23-02*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Delaware**
 Other _____

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

2. Name and address of receiving party(ies)
Name: **ALESIS DISTRIBUTION, LLC**
Internal Address: _____
Address: _____
Street Address: **12509 Beatrice Street**
City: **Los Angeles** State: **CA** Zip: **90066**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **a Delaware Limited Liability Company**

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)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other **conversion from Corporation to LLC**

Execution Date: **October 15, 2001**

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
75/577336; 75/783084

B. Trademark Registration No.(s)
1810524; 1447267; 2373489; 2369194; 1466239; 1928633

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Shervin I. Gabayan, Esq.**
Internal Address: **c/o Latham & Watkins**
Street Address: **633 West Fifth Street**
Suite 4000
City: **Los Angeles** State: **CA** Zip: **90071**

6. Total number of applications and registrations involved: **8**

7. Total fee (37 CFR 3.41).....\$ **215.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

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.

J. Luis Farias
Name of Person Signing

J. Luis Farias
Signature

12/13/01
Date

Total number of pages including cover sheet, attachments, and document: **4**

01/30/2002 LHWELLER 00000111 75577336 40.00 OP 175.00 OP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002433 FRAME: 0482

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "ALEXIS DISTRIBUTION, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ALEXIS DISTRIBUTION, INC." TO "ALEXIS DISTRIBUTION, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2001, AT 3 O' CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3377328 8100V

AUTHENTICATION: 1390204

010510079

DATE: 10-15-01

TRADEMARK
REEL: 002433 FRAME: 0483

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE DELAWARE
GENERAL CORPORATION LAW

- FIRST:** The name of the corporation is Alesis Distribution, Inc.
- SECOND:** The date on which the original Certificate of Incorporation was filed with the Secretary of State is April 4, 2001.
- THIRD:** The name of the limited liability company into which the corporation is herein being converted is Alesis Distribution, LLC.
- FOURTH:** The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

THE UNDERSIGNED, does hereby make this certificate, hereby declaring and certifying that his is his free act and deed and accordingly, has hereunto set his hand this 12 day of October, 2001.

By: 

John E. O'Donnell, Chairman and CEO

Alesis\Docs\Cert. of Conversion.rtf

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 10/12/2001
010510079 - 3377328

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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 "ALESIS DISTRIBUTION, LLC" FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2001, AT 3 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3377328 8100V

AUTHENTICATION: 1390204

010510079

DATE: 10-12-01
TRADEMARK
REEL: 002433 FRAME: 0485

CERTIFICATE OF FORMATION
OF
ALESIS DISTRIBUTION, LLC

- FIRST:** The name of the limited liability company is Alesis Distribution, LLC (the "Company").
- SECOND:** The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
- THIRD:** The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized under the Delaware Limited Liability Company Act (the "Act").
- FOURTH:** The name and mailing address of the authorized individual executing this Certificate and the person who is to serve as the manager of the Company until his successor(s) is/are elected and qualified pursuant to the Act is: Mr. John E. O'Donnell, 11 Helmsman Avenue, North Kingstown, RI 02852.
- FIFTH:** The Company is to have perpetual existence.

THE UNDERSIGNED, does hereby make this certificate, hereby declaring and certifying that his is his free act and deed and accordingly, has hereunto set his hand this 12 day of October, 2001.

By: 

John E. O'Donnell, Manager

Alesis\Docs\Certificate of Formation LLC - ADI.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 10/12/2001
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