

12-08-2004

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FOR
TRADEMARKS ONLY 102896790

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Bella Pictures LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- Association
- Limited Partnership

Citizenship (see guidelines) Nevada

Execution Date(s) June 11, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Conversion from LLC to Corp
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bella Pictures, Inc.

Internal

Address:

Street Address: 631 Diamond Street

City: San Francisco

State: CA

Country: USA Zip: 94114

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Nevada
- Other Citizenship

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 registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

78/373,167

B. Trademark Registration No.(s)

78/373,215

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Bobbi Lynn Jones, Esq.

Internal Address:

Futterman & Dupree LLP

Street Address: 160 Sansome Street
17th Floor

City: San Francisco

State: CA Zip: 94104

Phone Number: (415) 399-3840

Fax Number: (415) 399-3838

Email Address: bjones@dfdlaw.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Bobbi Lynn Jones Signature

Signature

12-2-04 Date

Date

Total number of pages including cover sheet, attachments, and document: 3

00000035 78373167 Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment/Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

12/6/04

12/07/2004 DBYRNE

01 FC:8521
02 FC:8522

OPR/FINANCE
2004 DEC -6 AM 7:20



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Articles of Conversion
 (PURSUANT TO NRS 92A.205)
 Page 1

FILED # C15853-04

JUN 14 2004

IN THE OFFICE OF
 DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion
 (Pursuant to NRS 92A.205)
 SUBMIT IN DUPLICATE

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Bella Pictures, LLC

Name of constituent entity

Nevada

Jurisdiction

Limited Liability Company

Entity type *

and,

Bella Pictures, Inc.

Name of resulting entity

Nevada

Jurisdiction

Corporation

Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

The entire plan of conversion is attached to these articles.

The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.

The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form AM Conversion 2003
 Revised on: 10/24/03

TRADEMARK
 REEL: 003088 FRAME: 0833



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
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Articles of Conversion
 (PURSUANT TO NRS 92A.205)

Page 2

Impressions: Filed at Nevada State Office Building, Carson City, NV

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn:

c/o:


5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240) * :

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a.; general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Bella Pictures, LLC

Name of constituent entity


 Signature

Managing Member
 Title

June 11, 2004
 Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. **This statement must be included within the resulting entity's' articles.**

Filing Fee \$350.00

This form must be accompanied by appropriate fees. See attached fee schedule.